

THE AMAZING SPIDER-MAN®



*John Romita
&
White*

MARVEL MASTERWORKS®
BY STAN LEE & JOHN ROMITA

MARVEL

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P R E S E N T S

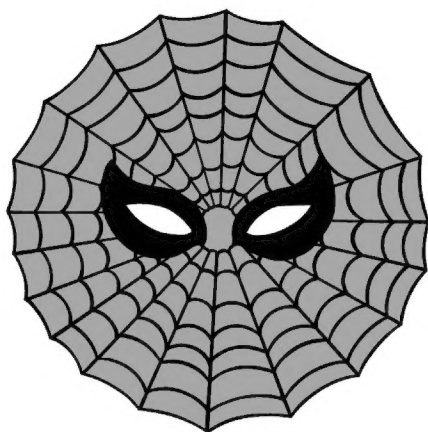
the AMAZING
SPIDER-MAN

V O L U M E 5

C O L L E C T I N G

THE AMAZING SPIDER-MAN Nos. 41-50
& ANNUAL No. 3

STAN LEE • JOHN ROMITA



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THE AMAZING SPIDER-MAN

Nos. 41-50 & ANNUAL No. 3

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“Rhino on the Rampage!”

The Amazing Spider-Man Annual #3, 1966

“...To Become an Avenger!”

The Amazing Spider-Man #44, January 1967

“Where Crawls the Lizard!”

The Amazing Spider-Man #45, February 1967

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“From the Depths of Defeat!”

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“Spider-Man No More!”

INTRODUCTION

BY STAN LEE

Just think of how lucky you are!

A few decades ago, you'd have to wait almost a year for a chance to collect and read the stories contained in this volume! Yet now, by publishing this meritorious *Masterworks*, big-hearted Marvel affords you the golden opportunity to partake of all this web-slinging wonderment at one sitting—and what a literary feast it will be!

Ask almost any comic-book fan to name one of the most important ingredients in a super-hero yarn, and the chances are he'll say, "the villain!" Well, that being the case, we have as colorful a plethora of villains in store for you as you'll find anywhere, villains who've left an indelible mark on our hero's career in those early days, and many of whom are still around, to fandom's delight.

In the thrillers that follow, you'll find the rampaging Rhino, the seemingly invulnerable Lizard, the sinister Shocker, Kraven the Hunter, the merciless Vulture and one of the most offbeat Spidey foes of all, a super powerful Colonel John Jameson, son of the Daily Bugle's irascible, Spider-Man-hating publisher, who has sworn to destroy the wall-crawler who saved his life!

But, as every Spiderphile knows, the tales of our favorite web-head involve far more than good guys fighting bad guys. I've always been turned on to Peter Parker's personal life: his relationship with his friends and his family, his unflagging efforts to earn a living despite the machinations of media-mogul J. Jonah Jameson, who opposes him at every turn, and especially his eternal self-doubts and introspection, his haunting fear that the life of a costumed crime fighter may eventually bring him to the threshold of disaster and doom! No, Spider-Man is not and never has been your typical super hero!

One thing you won't fail to notice in the pages ahead is the fact that some of these tales illuminate important turning points in Spidey's life. For example, issue #42 brings you the now-classic moment when, for the first time, Peter finally meets the mysterious (up till then) Mary Jane Watson! Her first line, "Face it tiger...you just hit the jackpot!" has been quoted and immortalized in countless magazine and newspaper articles dealing with our awesome arachnid.

You'll also be on hand when Peter makes the momentous decision to move out of his aunt's house and get a pad of his own. And you'll also be there when he gets his first set of wheels—only two wheels to be exact, but it's a start! You'll share the thrills and excitement when Spidey has to fight for his life against one of his most dangerous foes while one arm, badly injured, is uselessly wrapped in a sling! And if Johnny Romita's artwork doesn't knock you off your perch during some of those fantastic battle scenes, I'll ship you a year's supply of waterproof web-fluid!

As I mentioned earlier, one of the things that has, over the years, set Spidey apart from other super heroes is the fact that he so often agonizes over the hand that fate has dealt him. It may not have occurred to you before, but the ol' wall-crawler is considered by many to be the Hamlet of super-herodom. In fact people always ask what made me decide to give Spider-Man so many thought balloons, as we all call them in comic-book land, because it seems nobody ever used thought balloons quite that way until Aunt May's neurotic nephew made the scene. Well, the reason is quite simple, really. In novels, a reader is usually privy to the protagonist's thoughts. That's what helps make characters come alive in our imagination; it makes us feel we know them. Likewise, in stage plays, and in comics as well, we can gain great insights into the characters by their conversation. But Spidey, alas, is a loner. When he's out wall-crawling or web-slinging or whatever he does that begins with a "w" (sorry, I couldn't resist that!), he's all by himself. He has no one to talk to at such times. And that's where the thought balloons come in; otherwise we'd have panel after panel of nothing but sound effects—and how many "thwips" and "whooshes" can you take at one sitting? The defense rests!

Forgive me! I rambled on so much about the thought balloons that I almost forgot the main point I wanted to make. It's exemplified by one of my all-time favorite Spider-Man yarns, the one entitled "Spider-Man No More!"

Beginning with the cover, which I feel is one of the most effective we've ever done (and you'll see what I mean when you get to it), this story probes into Spidey's psyche more deeply than any written before. It deals with our hero being faced with so many personal problems, caused by his Spider-Man identity, that he finally figures he'd have to be nuts to remain a super hero, considering all the grief it has brought him. And so Spidey tosses his costume into the garbage and decides to get on with his life as Peter Parker. And that's when the unexpected drama really starts. I remember when the story first appeared we were besieged by letters from psychology students telling us that "Spider-Man No More" was the chief topic of discussion in their classes for days!

Finally, just to end on a spectacular note, we include in this classic collection the lead story from *The Amazing Spider-Man Annual* #3, titled "...To Become an Avenger!" As you might guess, it deals with your friendly neighborhood Spider-Man being tested for admission to the Mighty Avengers! And if that theme isn't enough to sizzle your earlobes, it also features Captain America, Daredevil and the ever charming and sophisticated Incredible Hulk! Yessir, when Marvel provides a finale, we don't kid around! So tighten your web-shooters, Believer—

—and awaaaay we go!

A stylized, handwritten signature of Stan Lee in black ink, featuring a large, sweeping 'S' and a long, horizontal line extending from the end of the signature.

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the AMAZING SPIDER-MAN



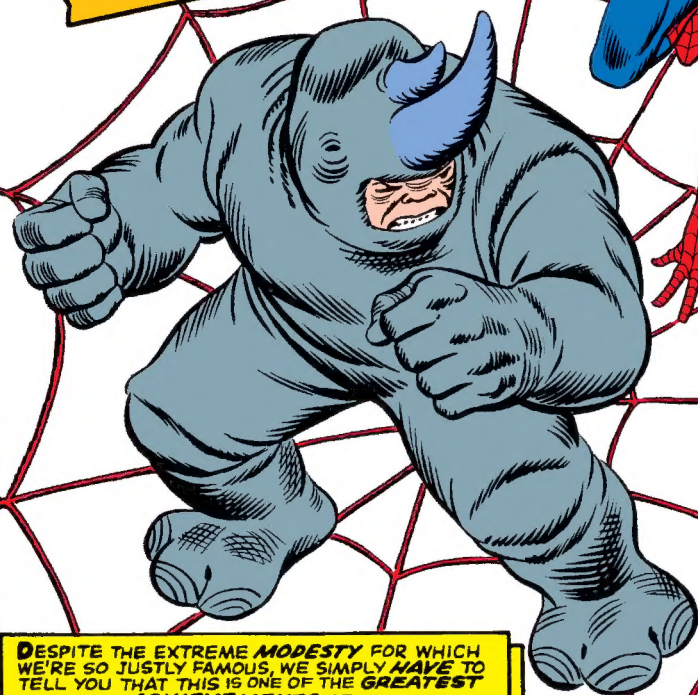
**"THE HORNS
OF THE
RHINO!"**

THE AMAZING SPIDER-MAN!

THE HORNS OF THE RHINO!

BEGINNING:

A GREAT
NEW ERA
IN THE EVER-CHANGING
LIFE OF THE WORLD'S
MOST AMAZING
WEB-SPINNER!



SEE THE RETURN
OF **BETTY BRANT**,
AND THE STARTLING
RESULT THAT FOLLOWS!

SEE THE SURPRISE
APPEARANCE OF
J. JONAH JAMESON'S
ASTRONAUT SON!

SEE THE MOST
EXCITING NEW
PURCHASE PETEY
EVER MADE!

SEE SPIDEY FIGHT
THE **RHINO**--MOST
FEARSOME VILLAIN
OF ALL!

DESPITE THE EXTREME **MODESTY** FOR WHICH
WE'RE SO JUSTLY FAMOUS, WE SIMPLY **HAVE** TO
TELL YOU THAT THIS IS ONE OF THE **GREATEST**
ACHIEVEMENTS OF--

STAN LEE, WRITER **JOHN ROMITA**, ARTIST
M. DEMEO, INKER **ART SIMEK**, LETTERER

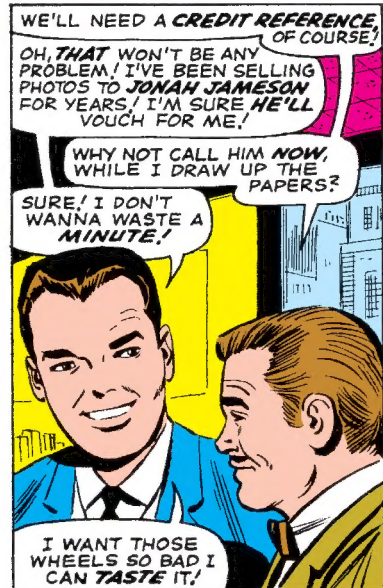
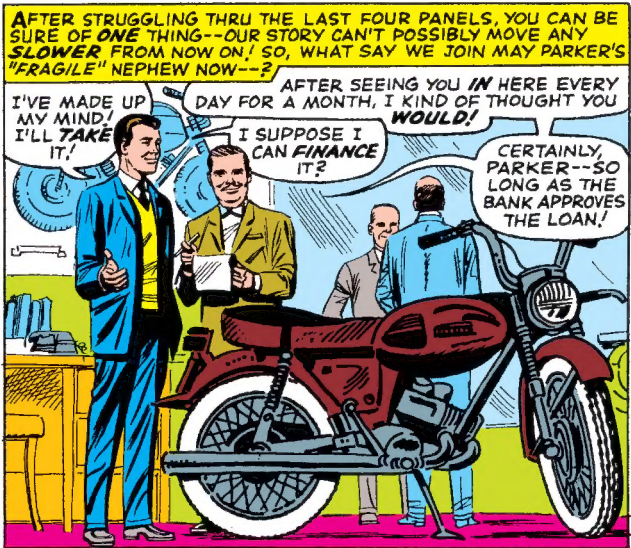
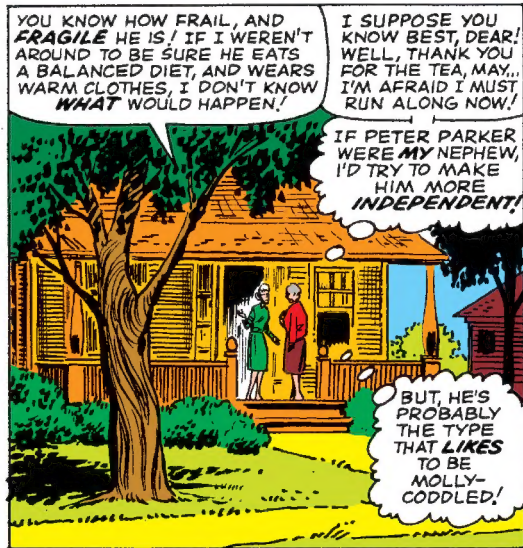
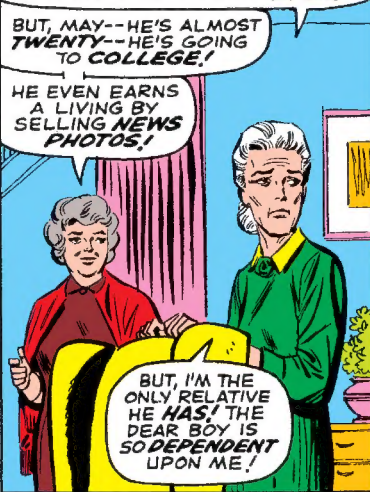
MOST SUPER-HERO THRILLERS OPEN WITH CONTRIVED ACTION, IN ORDER TO HOOK YOU, BUT **WE** KNOW YOU'LL HANG AROUND--AND, TO **PROVE** OUR FAITH IN YOU, LET'S VISIT AUNT MAY...



NOW THAT MY NIECE, MARY JANE, TOOK AN APARTMENT OF HER OWN, WHY DON'T YOU **SELL** THIS HOUSE AND MOVE IN WITH ME?



I'D **LOVE** TO, DEAR-- BUT I JUST **COULDN'T!** THERE'D BE NO ONE TO LOOK AFTER POOR **PETER!**



THE TROUBLE WITH ME IS I'M TOO **SOFT-HEARTED!** I'M ALWAYS DOING **FAVORS** FOR EVERYONE! I'M JUST A BIG BUNDLE OF GOOD-NATURED **JELLY!**

BUT NOBODY EVER **APPRECIATES** IT, IT JUST DOESN'T **PAY** TO BE A NICE GUY! THE TROUBLE WITH ME IS-- I'M TOO **SWEET!**

THAT **REMINDS** ME, IT'S TIME I WAS **ROASTING SPIDER-MAN'S** HIDE IN AN **EDITORIAL** AGAIN!

SLAM!

SPIDER-MAN?

WHAT HAVE YOU GOT AGAINST **HIM**, DAD?

DON'T YOU REMEMBER HOW HE **RESCUED** ME A FEW YEARS AGO?

DON'T **REMIND** ME OF IT!

AS A MATTER OF FACT, I NEVER **DID THANK HIM!**

HE **NEVER** SAVED YOU! YOU DIDN'T NEED ANY HELP FROM **HIM!** HE JUST TOOK THE **CREDIT** FOR IT--THAT GLORY-HOGGING **ITCH!**

AW, DAD-- YOU'VE GOTTA BE **KIDDIN'!**

I-- **NEVER KID!!**

BUT, DON'T YOU REMEMBER THE DAY WHEN MY CAPSULE LOST ITS **GUIDANCE SYSTEM PACKET?**

IT BEGAN **PLUNGING** TO EARTH--HOPELESSLY OUT OF **CONTROL!**

"THE SPACE AGENCY HAD NO WAY OF **SAVING** ME--UNTIL THEY GAVE THE SMALL **PACKET** TO **SPIDER-MAN**, WHO COMMANDEERED A MILITARY **JET--**"*

THIS WILL BE MY FIRST AND LAST **CHANCE!**

IF IT DOESN'T **WORK--LOOK** OUT BELOW!

THWIP!

*FROM **SPIDER-MAN #1** --AGELESS **STAN!**

"I COULDN'T SEE THE WHOLE THING, BUT--WHAT HAPPENED NEXT IS **HISTORY!**"

I **DID** IT!

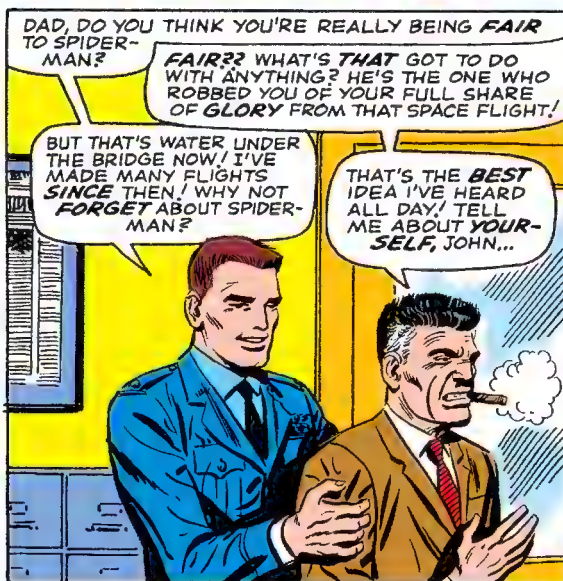
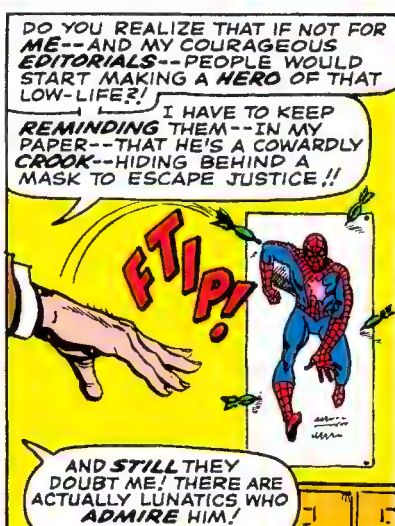
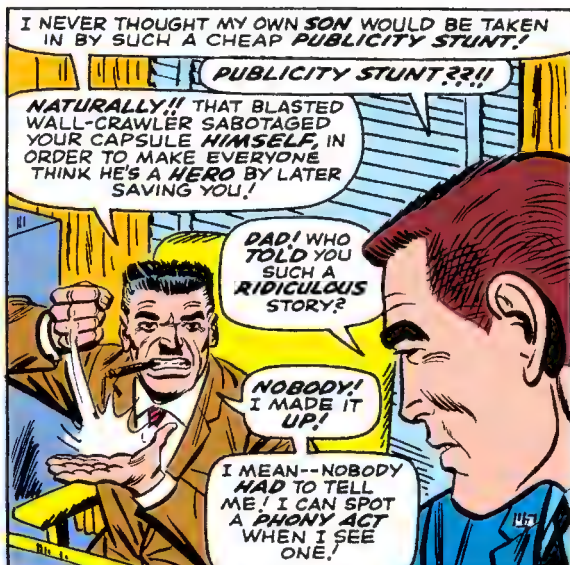
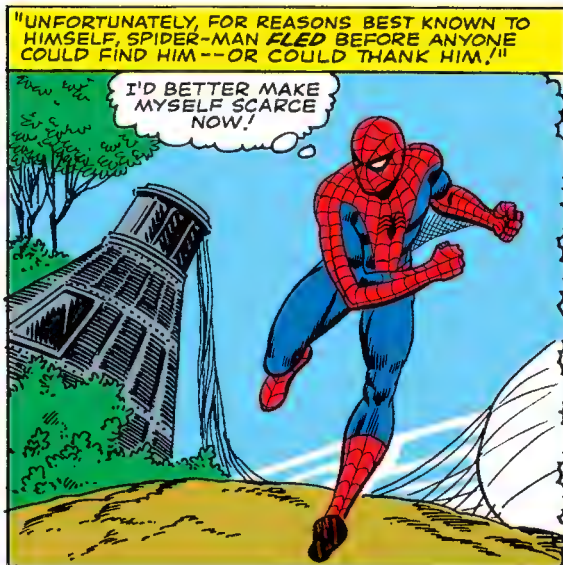
NOW IF I CAN JUST **HANG ON!**

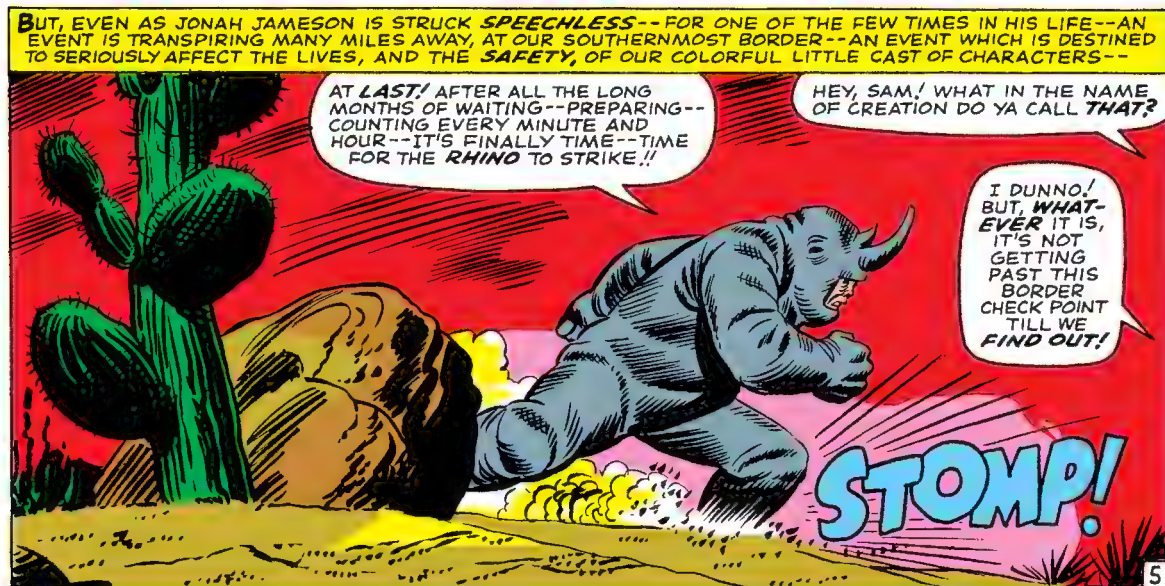
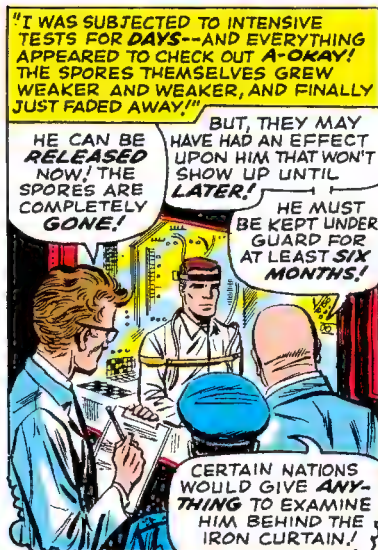
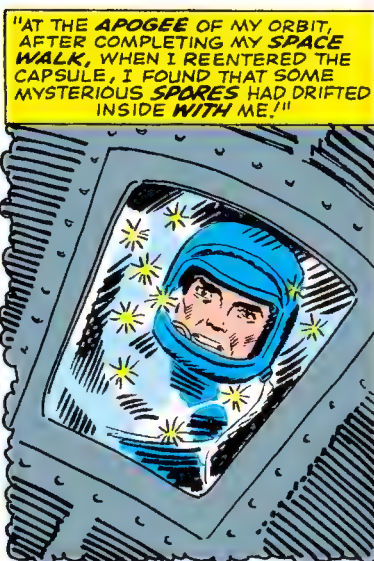
"AND, HANG ON HE **DID**, WITH THAT AMAZING **SPIDER POWER** OF HIS--SKILLFULLY PUTTING THE **GUIDANCE PACKET** BACK IN **POSITION!**"

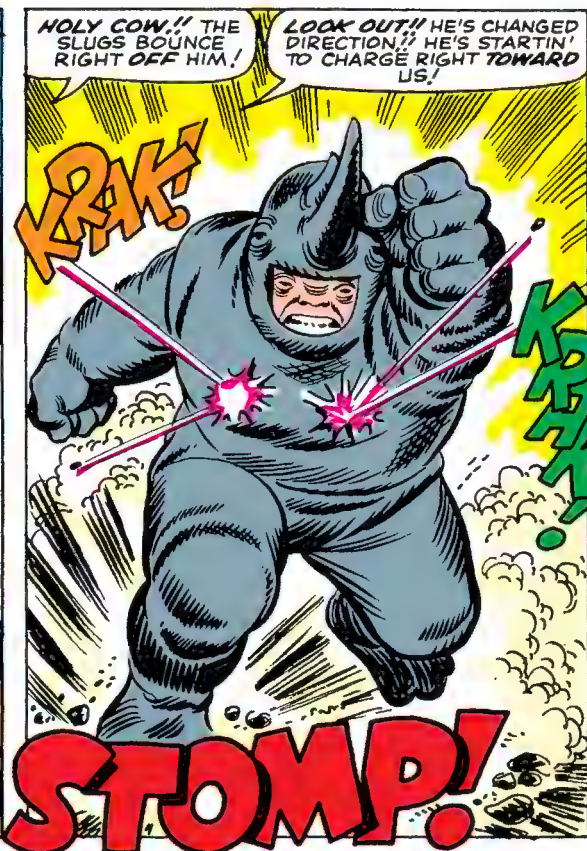
CAPSULE UNDER **MANUAL CONTROL** AGAIN! WILL EJECT 'CHUTE AND LAND **IMMEDIATELY!**

"I'LL NEVER **FORGET** THAT DAY, DAD--JUST AS I'LL NEVER **FORGET** THAT IT WAS **SPIDER-MAN** WHO MADE MY **SAFE LANDING POSSIBLE!**"

BOY! THE **JOE** INSIDE THIS CAPSULE IS THE **REAL SUPER-HERO!**







AH, YES! TRIED-AND-TRUE MARVELITES WON'T NEED A BUILDING TO FALL ON THEM IN ORDER TO KNOW THAT THEIR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** WILL SOON BE IN FOR ONE OF THE TOUGHEST FIGHTS OF HIS ENTIRE CRIME-SMASHING CAREER!

AND SO, THE WORLD HAS BEEN GIVEN ITS FIRST INTRODUCTION TO THE MATCHLESS MENACE OF--THE UNSTOPPABLE **RHINO!**

BUT NOW, WE MOST EARNESTLY REQUEST THAT YOU PREPARE YOURSELF FOR A SUDDEN SURPRISE AS WE SWITCH OUR SCENE BACK TO NEW YORK--

STOMP! STOMP!

...WHERE WE FIND AN UNUSUALLY CHEERFUL **PETER PARKER** WRAPPED IN HIS OWN HAPPY THOUGHTS--!

JUST CAN'T WAIT TO GET MY HANDS ON THAT LITTLE TWO-WHEELED TORNADO!

I'LL BET RIDING IT IS ALMOST AS GROOVY AS WEB-SWINGING!

AND THEN, AS SO OFTEN HAPPENS IN THIS UNPREDICTABLE WORLD OF OURS, COMPLETELY BY ACCIDENT--TOTALLY UNEXPECTED--A CHANCE MEETING--!

BETTY!!

PETER!! IT--IT'S REALLY YOU!

GOSH! WHAT A WONDERFUL SURPRISE!! I DIDN'T EVEN KNOW YOU WERE IN TOWN!

I WASN'T, TILL A FEW MINUTES AGO! I JUST ARRIVED!

YOU CERTAINLY LOOK WELL, PETER!

AFTER ALL THESE MONTHS--THAT'S ALL SHE CAN SAY!?

ALTHOUGH--I CAN'T THINK OF ANYTHING BETTER TO SAY!

WOULD YOU--LIKE A CUP OF COFFEE?

WHY, YES--THAT WOULD BE NICE!

DID YOU HAVE A NICE TIME ON THE COAST?

YES, I DID, THANKS! IS EVERYTHING ALL RIGHT WITH YOU--AND YOUR AUNT MAY?

OH, SURE--WE'RE JUST FINE!

WHAT'S WRONG? WHAT'S HAPPENED BETWEEN US? WE'RE LIKE TWO STRANGERS, GROPPING FOR WORDS!

HOW IS EVERYTHING AT THE BUGLE, PETER?

OKAY, I SUPPOSE--!

JONAH JAMESON HAS BEEN AS GROUCHY AS EVER!

YES--I IMAGINED HE WOULD BE--!

OH, BRO-THER! THIS IS SHEER TORTURE!

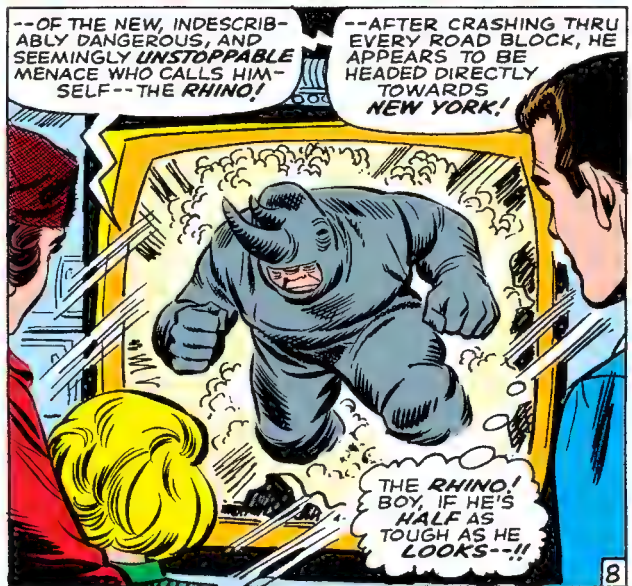
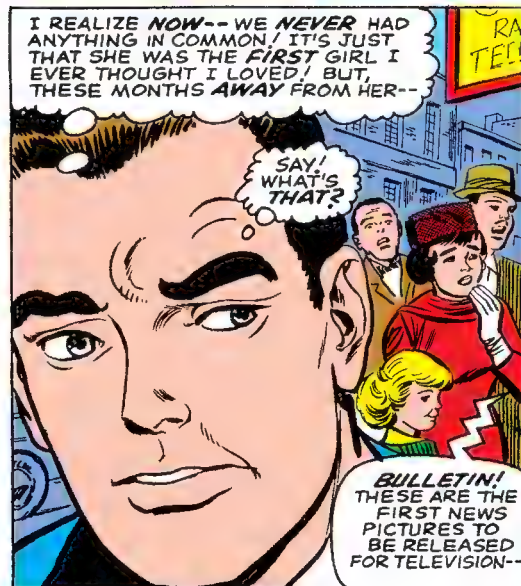
AND I'LL BET IT'S JUST AS TOUGH FOR HER!

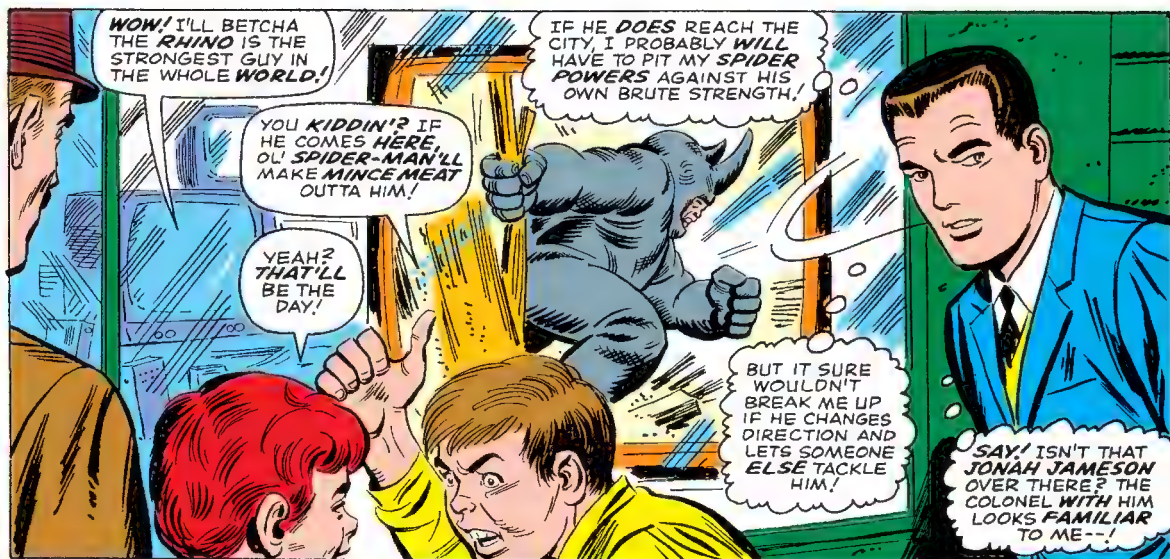
ALL THESE MONTHS--I THOUGHT ABOUT HER--DREAMT ABOUT HER--LONGED FOR HER!!

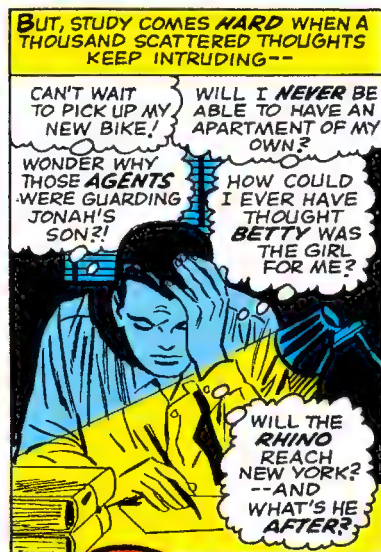
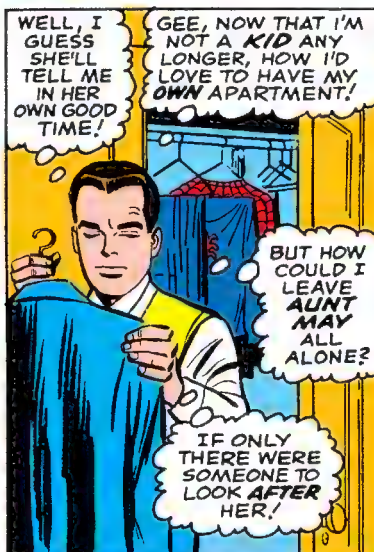
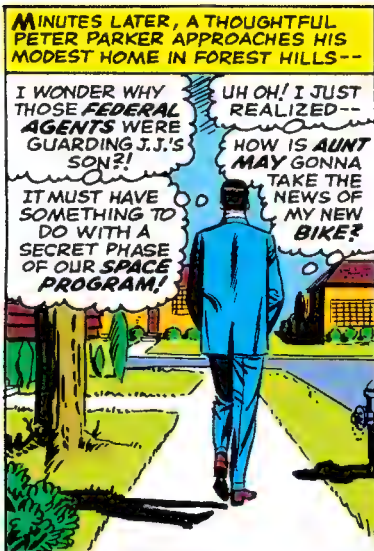
SO, NOW SHE'S RETURNED--

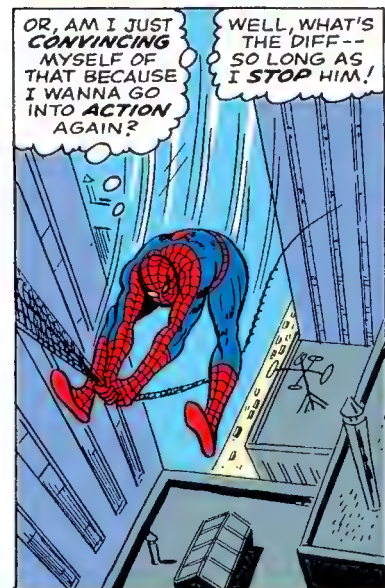
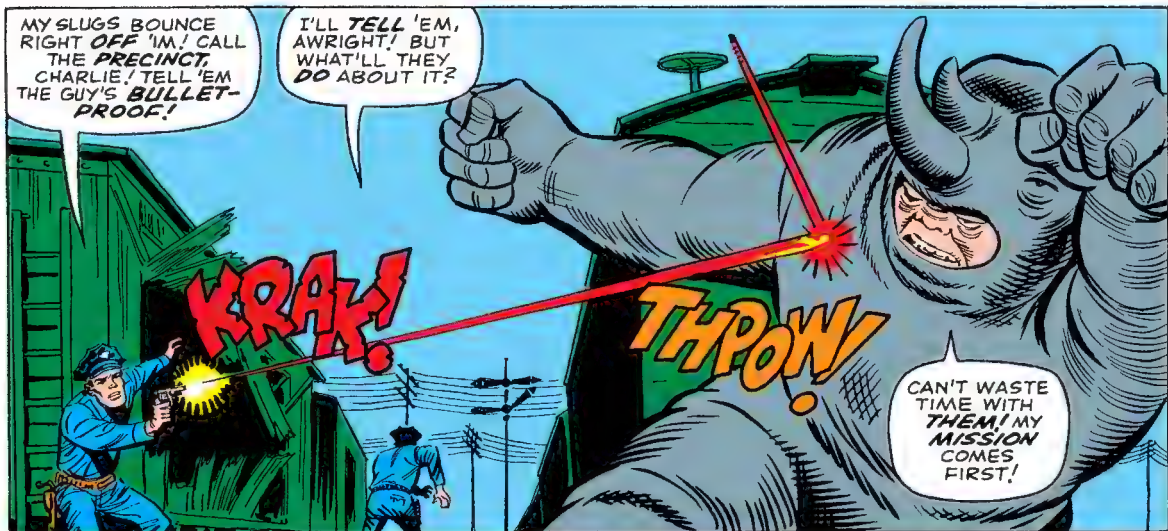
--AND--NOTHINGVILLE!

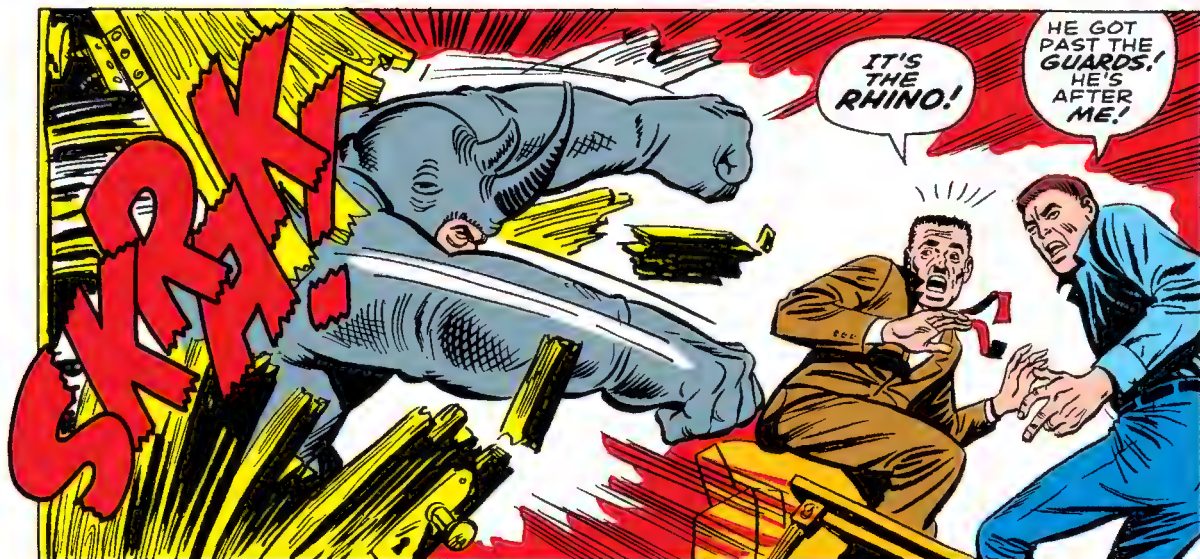
WHAT--EVER WE HAD BEFORE--WHATEVER THERE WAS BETWEEN US--IT'S GONE!









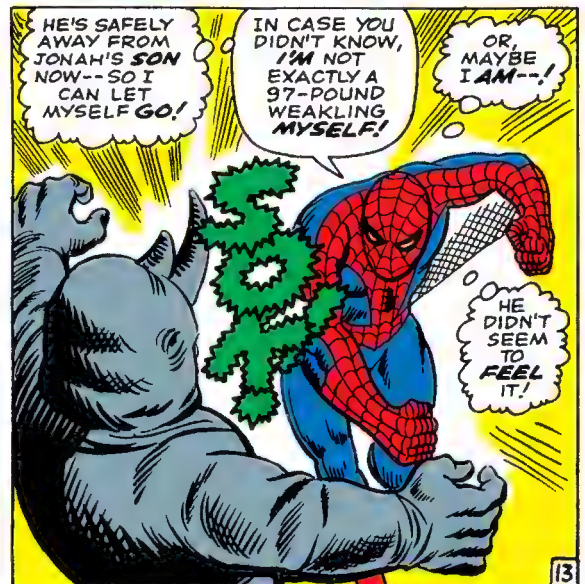
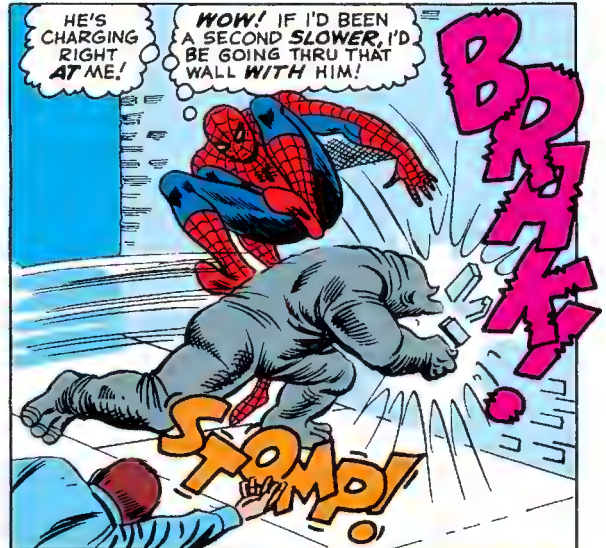
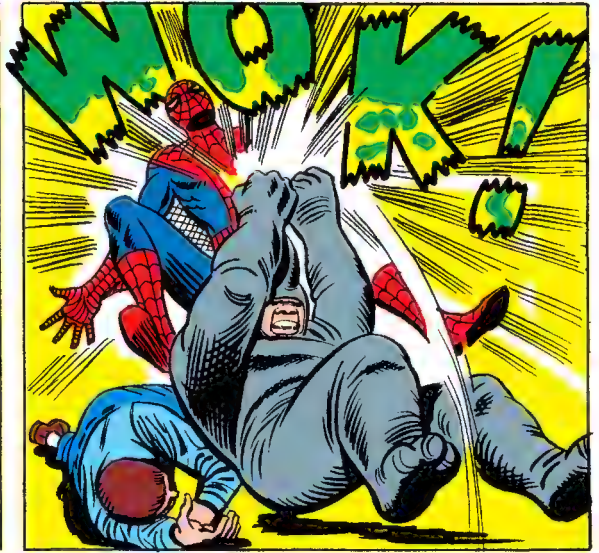
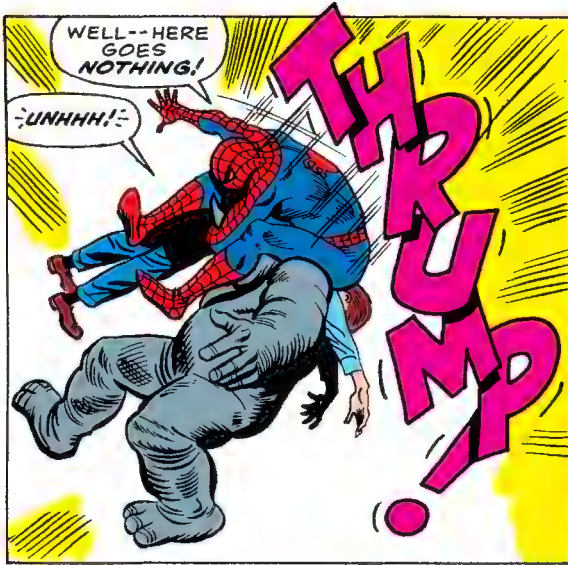


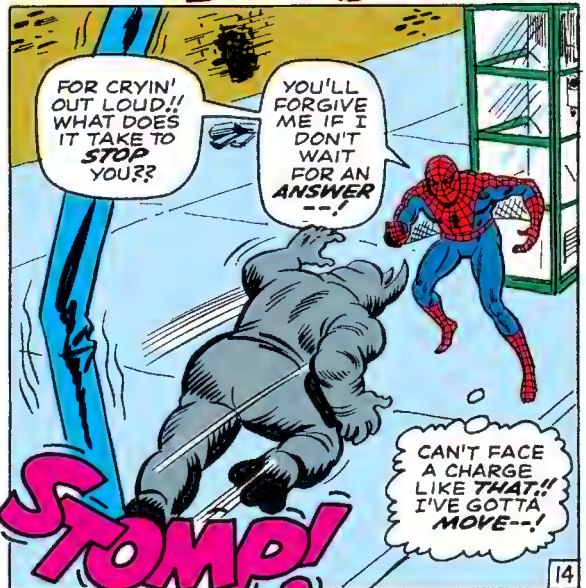
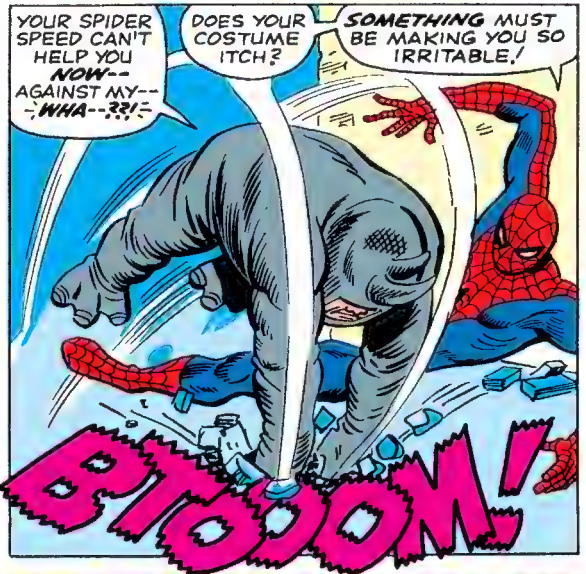
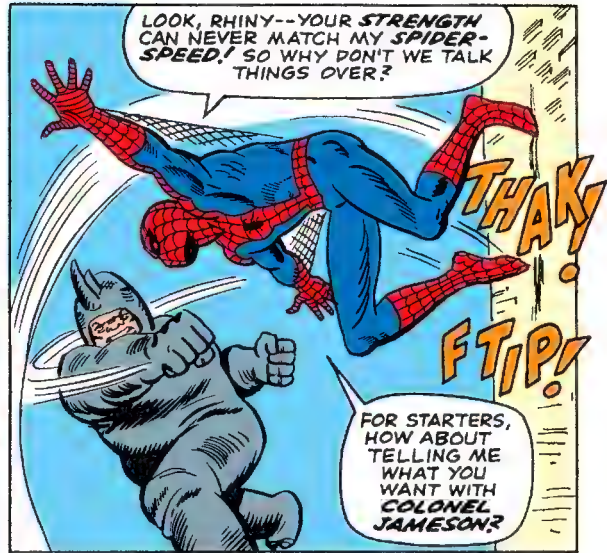
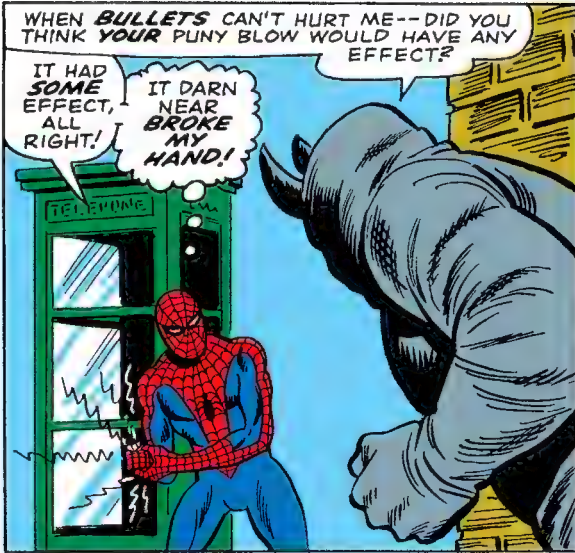
SECONDS LATER, THE PIERCING WAIL OF POLICE SIRENS LEADS OUR WALL-CRAWLING WONDER TO A MIDTOWN HOTEL--

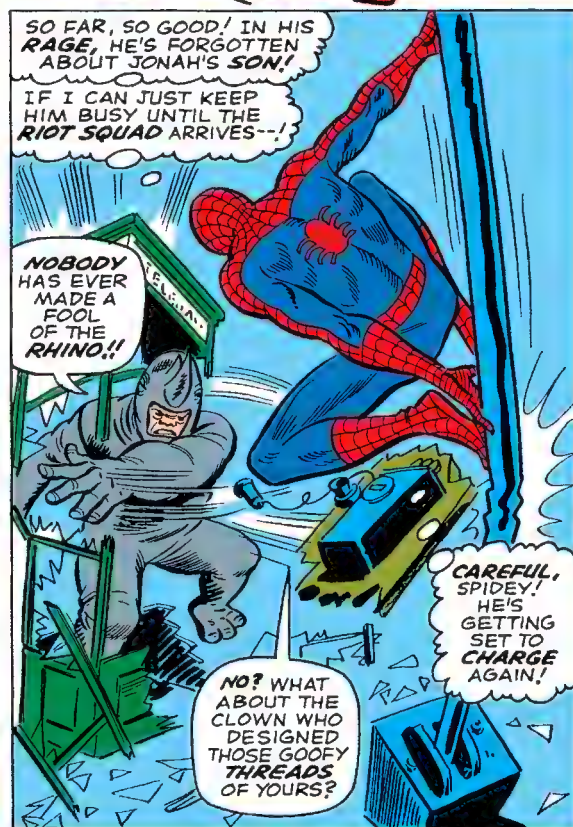
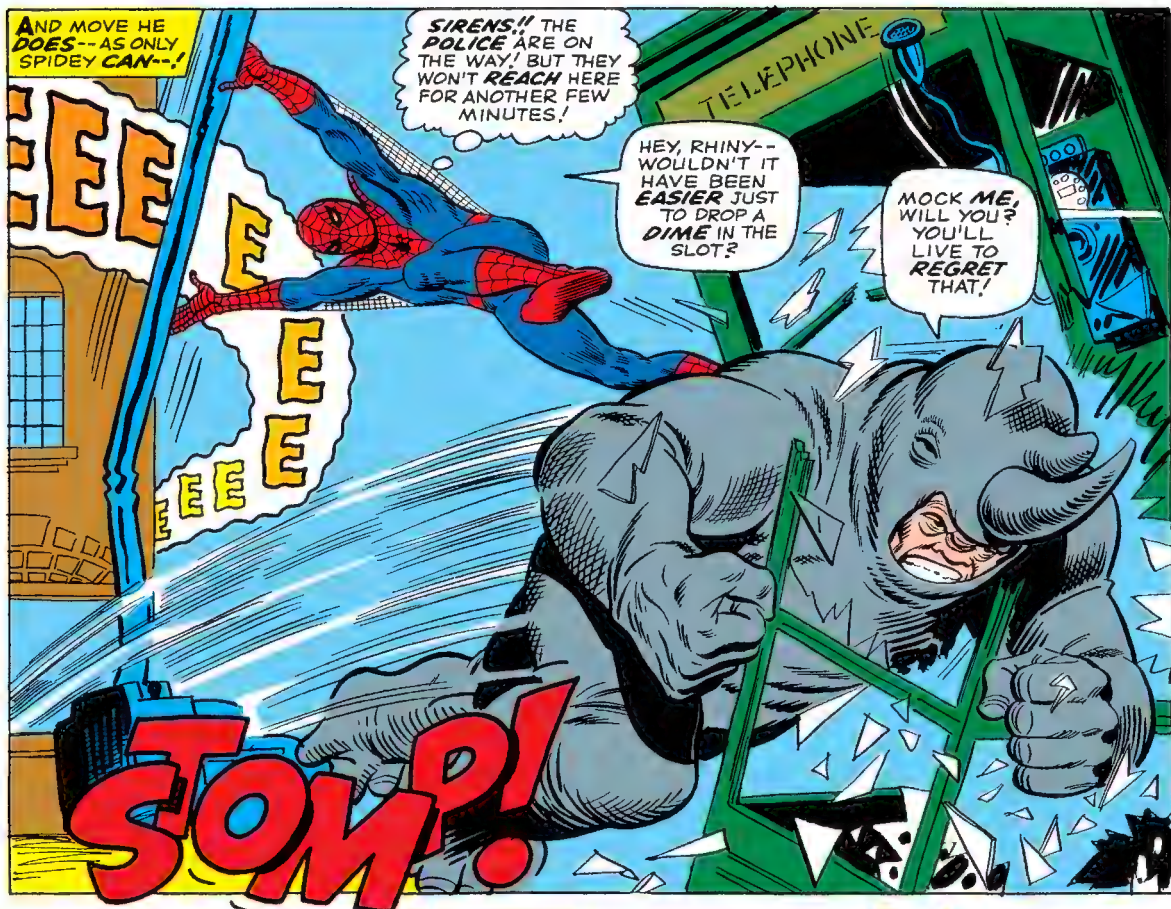
SQUAD CARS--CONVERGING ACROSS THE STREET!

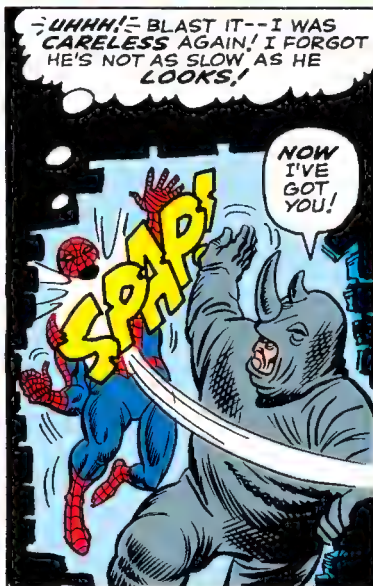
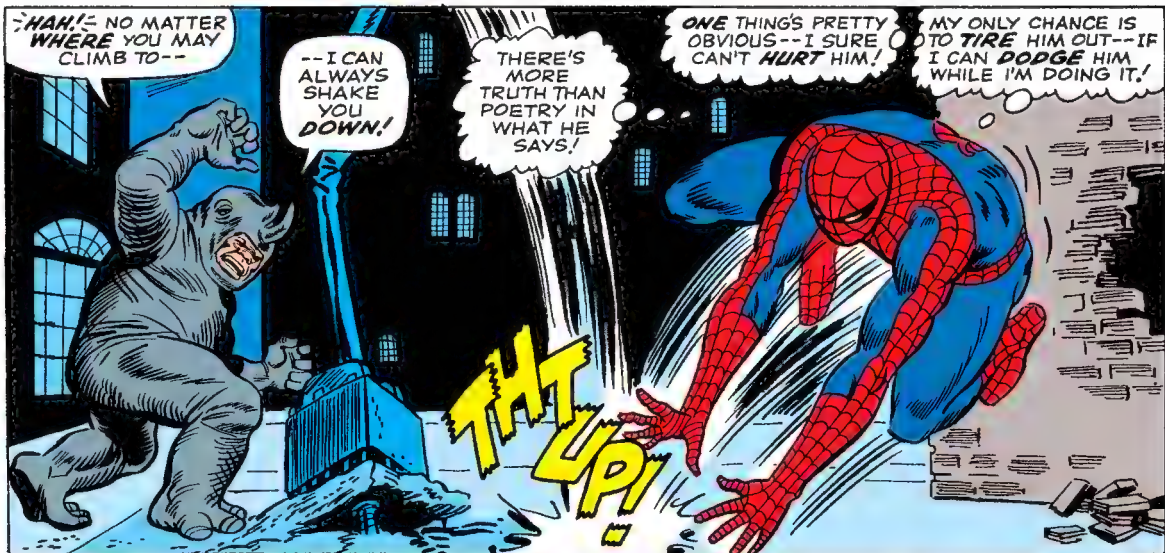
HOPE I'M NOT TOO LATE!

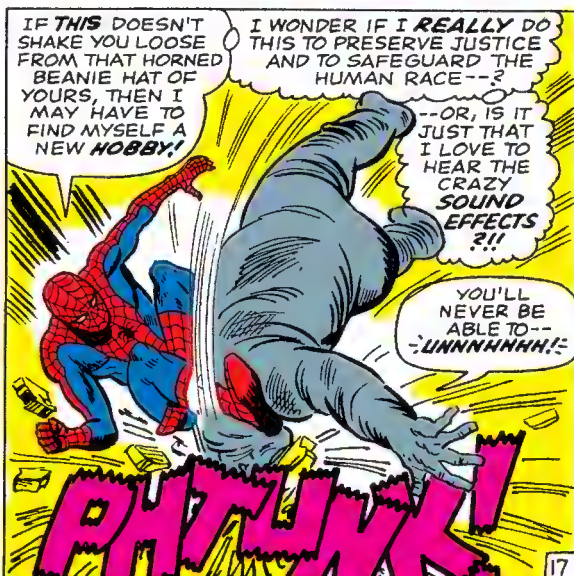
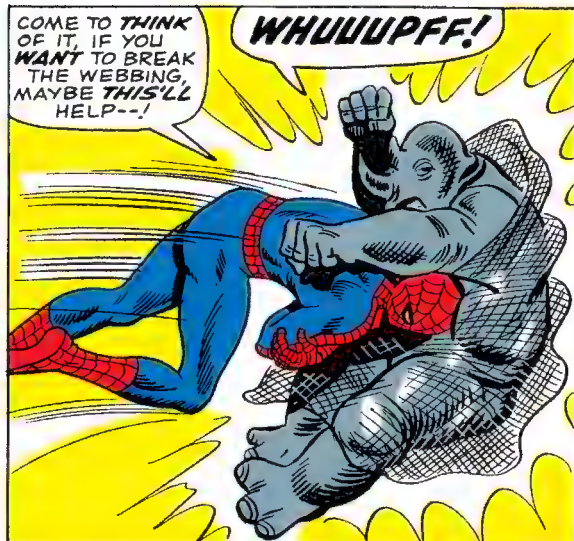
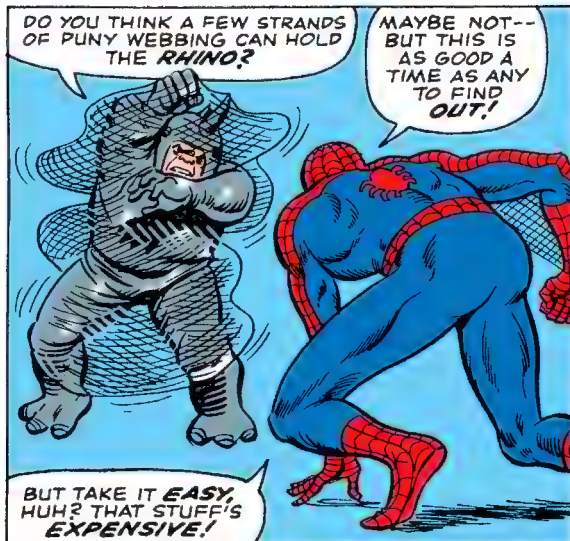


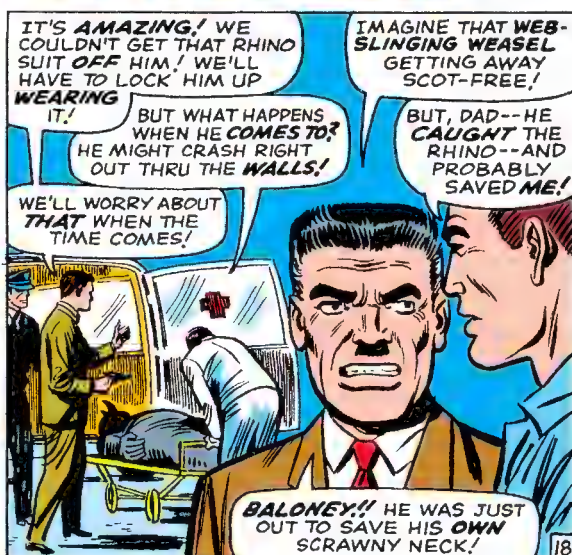


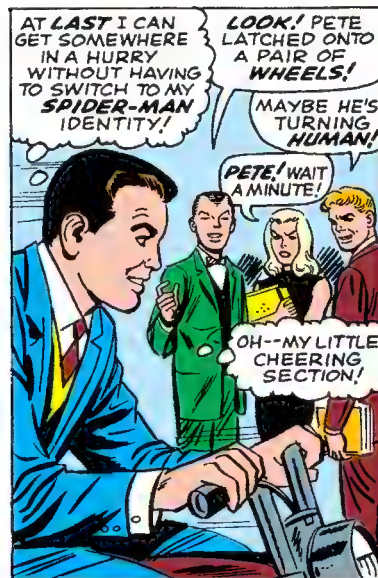












LADY, THERE'S A LOT YOU DON'T KNOW ABOUT ME! BUT, STICK AROUND--I'M PLANNING TO EDUCATE YOU!

PETER PARKER! WHAT ON EARTH HAS CHANGED YOU SO?

NOTHING, GWEN! MAYBE THE REAL ME IS JUST BEGINNING TO BREAK THRU!

THOSE EYES! THOSE LIPS! SHE'S TOO MUCH!

SAY, DOLL-- WHAT'S WITH MR. BOOKWORM THESE DAYS?

WHATEVER IT IS, FLASH, WHY DON'T YOU GET FRIENDLY WITH HIM?

MAYBE SOME OF IT WILL RUB OFF ON YOU!

THE WAY PETE LOOKED AT ME-- LIKE HE WAS SEEING ME--FOR THE FIRST TIME!

LOOK, MAY-- HERE COMES YOUR NEPHEW!

THAT MUST BE THE NEW MOTOR-CYCLE HE BOUGHT HIMSELF!

I DO HOPE RIDING IN THE OPEN THAT WAY WON'T AFFECT HIS SINUSES!

I SUPPOSE SO, ANNA!

HI, AUNT MAY!

THERE IT IS! ISN'T SHE A BEAUT?

I SUPPOSE SO, PETER DEAR! IT'S A REAL PUSSYWILLOW!

NO, NO, MAY! THE EXPRESSION IS PUSSYCAT!

WELL, PETER KNOWS WHAT I MEANT! YOU'VE BEEN SUCH A WONDERFUL BOY THAT I'M GLAD YOU GOT YOUR MOTORCYCLE-- IF THAT'S WHAT YOU WANTED!

THANKS, AUNT MAY! YOU'RE A REAL PUSSYWILLOW!

LOOKS LIKE YOU STARTED SOMETHING, MAY PARKER!

WELL, I HAVE TO LEAVE NOW!

BUT, DON'T FORGET-- YOU AND PETER ARE COMING TO MY HOUSE FOR DINNER SUNDAY NIGHT!

OF COURSE, ANNA DEAR! I'M SO ANXIOUS FOR PETER TO MEET YOUR NIECE, MARY JANE!

UH OH!

AND NO EXCUSES THIS TIME, YOUNG MAN!

POOR MARY JANE HAS BEEN WANTING TO MEET YOU FOR MONTHS!

I GUESS I'LL JUST HAVE TO GET IT OVER WITH, ONCE AND FOR ALL!

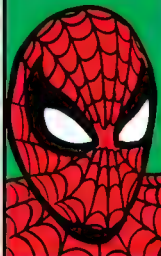
SURE, AUNT MAY! I'LL BE THERE!

WOULDN'T IT BE FUNNY IF SHE'S A REAL DOLL?!!

AW, C'MON, MR. PARKER-- STOP DAY-DREAMING! YOU KNOW THERE ISN'T A CHANCE!

R R R R R R R R

NEXT ISSUE:
WE DON'T HAVE TO TELL YOU WE'LL HAVE A GREAT BATTLE, WITH MORE SENSATIONAL SPIDEY ACTION--YOU KNOW ALL THAT! SO, WE'LL JUST TIP YOU OFF THAT YOU'RE FINALLY ABOUT TO MEET: **MARY JANE!**



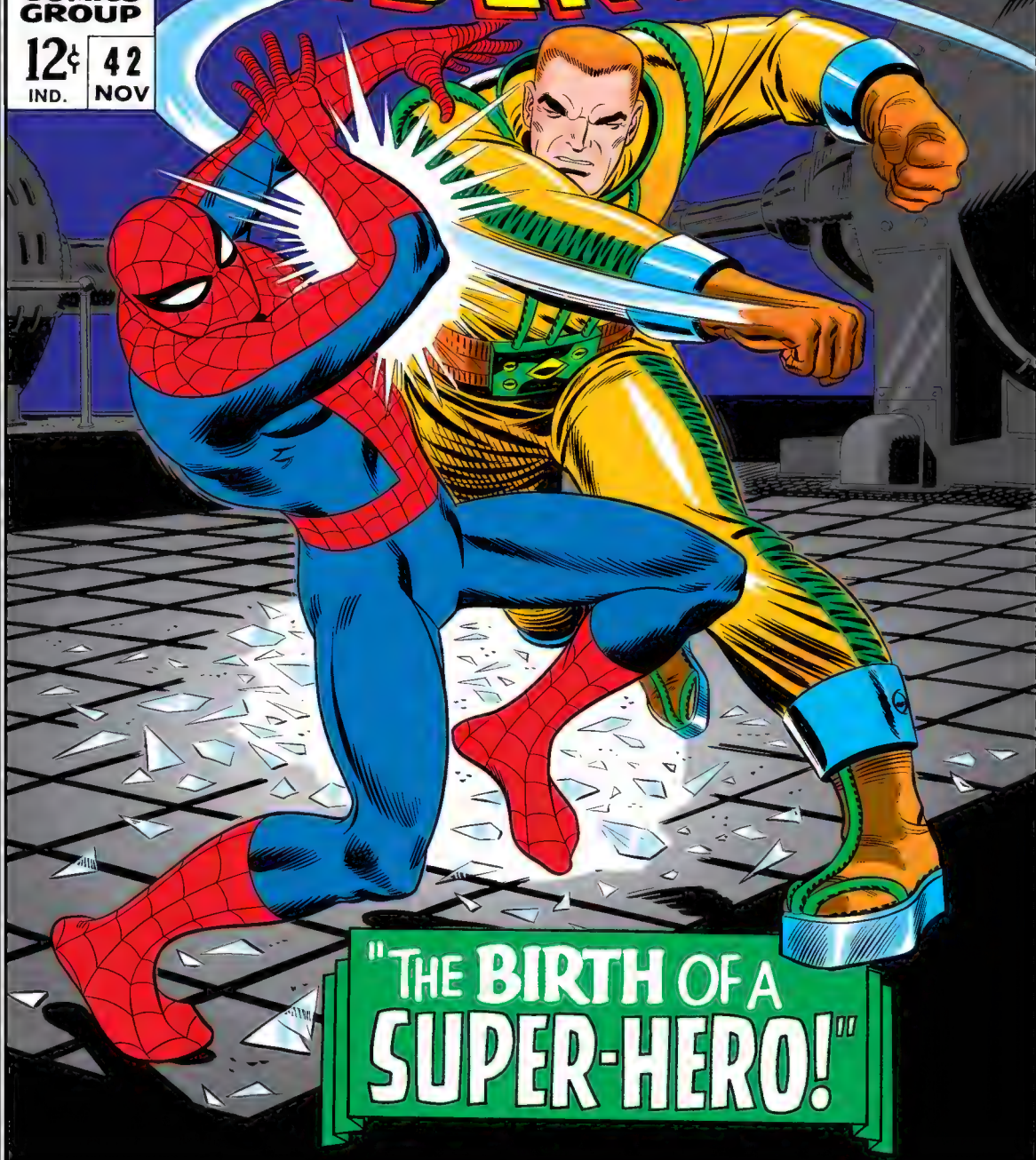
MARVEL
COMICS
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the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY



"THE BIRTH OF A
SUPER-HERO!"

THE AMAZING SPIDER-MAN!

"The BIRTH OF A SUPER-HERO!"

BANK

NOPE! YOU'RE NOT LOOKING AT SOMEONE *DISGUISED AS SPIDEY...OR IMITATING SPIDEY!* NOR ARE YOU WITNESSING AN *IMAGINARY, OR A DREAM SEQUENCE!* SINCE THIS IS AN AUTHENTIC, HONEST-TO-MERRY-MARTY-GOODMAN MARVEL MAG, THIS SCENE IS REALLY HAPPENING! BUT, IS OUR FAVORITE WEB-HEAD ACTUALLY COMMITTING A CRIME? THINK IT OVER, FRANTIC ONE, AND WE'LL CLUE YOU IN LATER-!

LOOK!
UP THERE!
IT'S
SPIDEY!

IT'S *SPIDER-MAN*...TAKING OFF WITH A MONEY-BAG FROM THE BANK!

STOP, THIEF!
SOMEONE STOP THAT WALL-CRAWLING CROOK! DON'T LET HIM GET AWAY!

IT'S TOO LATE FOR ANYONE TO GET HIM NOW!

SIMMER DOWN, INNOCENT BYSTANDERS! THERE'S AN ANTI-NOISE ORDINANCE IN THIS TOWN!

THEN... HE IS THE MENACE PEOPLE HAVE SAID HE WAS!

PRODUCED BY THE BATTY BULLPEN'S SWINGIN'EST SPIDOPHILES...
SMILIN' STAN LEE, WRITER
JAZZY JOHNNY ROMITA, ARTIST
SLAMMIN' SAMMY ROSEN, LETTERER

SECONDS LATER...

WE GOT HERE AS SOON AS WE COULD! WHAT'S WRONG, MR. DUNLAP?

IT'S SPIDER-MAN! HE MADE IT OUT OF THE BANK WITH A MONEY BAG!

HE'S DIS-APPEARED AMONG THE ROOFTOPS! WE'LL HAVE TO SEND OUT AN ALL-POINTS ALARM!

ARE YOU SURE, SIR? HE'S NEVER DONE ANYTHING LIKE THIS BEFORE!

AM I SURE?? I SAW HIM!

AND LOOK AT THIS VAULT! COULD ANYONE WITHOUT THE PROPORTIONATE STRENGTH OF A SPIDER HAVE DONE SOMETHING LIKE THAT?

NO ONE I KNOW!

I ALERTED THE PRE-INCT! WE'LL GET HIM SOMEHOW!

THE DAILY BUGLE'S RUN A MILLION EDITORIALS WARNING ABOUT THAT MASKED MENACE!

WE SHOULD HAVE PAID ATTENTION TO WHAT JONAH JAMESON KEPT WRITING! HE SAW THROUGH THAT COSTUMED CROOK'S PHONY FACADE BEFORE ANY OF US!

DON'T WORRY, SIR! WE'LL THROW A CORDON AROUND THE WHOLE CITY!

MEANWHILE, EFFORTLESSLY SCALING THE QUEENS-BORO BRIDGE, WE FIND---

SO FAR SO GOOD!

IT'S TOO LATE FOR ANYONE TO STOP ME NOW!

ALL I'VE GOT TO DO IS GET RID OF THIS BAG, AND MY JOB'LL BE DONE!

BUT, THIS IS THE EASY PART! IT'S TRYING TO EXPLAIN THAT'LL BE THE HANG-UP!

THAT'S THAT! NOW TO SWING ON HOME AND CHANGE TO PETER PARKER WHILE I STILL CAN!

POOSH!

LATER, AT THE EDITORIAL OFFICES OF J. JONAH JAMESON'S DAILY BUGLE...

IT'S SO GOOD TO BE BACK WORKING HERE AGAIN, NED! ESPECIALLY SINCE YOU...

WHERE'S THE BOSS, MISS BRANT?

OH! IT'S FRED FOSWELL!

SPIDER-MAN JUST PULLED A BANK ROBBERY!

JAMESON'LL WANNA KNOW ABOUT IT!

MR. JAMESON IS AT KENNEDY AIRPORT, SEEING HIS SON OFF! BUT...

SPIDER-MAN... ROBBING A BANK? THAT'S HARD TO SWALLOW, FOSWELL!

I KNOW... BUT THERE WERE A DOZEN WITNESSES! IT LOOKS LIKE JONAH WAS ACTUALLY RIGHT ABOUT HIM!

I STILL JUST CAN'T BELIEVE IT!

WHILE, AT KENNEDY AIRPORT...

I ENJOYED YOUR VISIT, SON! NOW DON'T WORRY ABOUT THOSE SPORES YOU CONTACTED DURING YOUR SPACE WALK! THEY DON'T MEAN A THING!

SURE, DAD! YOU'RE PROBABLY RIGHT! SAY...IT'S GETTING HOT...!

WHAT'S WRONG, JOHN? WHAT IS IT, BOY? YOU LOOK SO FLUSHED ALL OF A SUDDEN...!

I DON'T KNOW! I FEEL HOT... MY HEAD'S SPINNING 'ROUND... NOW THE FEVER'S LEAVING ME, BUT... I'M GROGGY... I CAN HARDLY KEEP MY BALANCE...!

NO...IT'S NOT THE FLU! IT CAN'T BE!

I... I CAN HARDLY STAND! AND MY CLOTHES... THEY'RE SHRINKING... I... I'M BEGINNING TO BUST OUT OF THEM...!

OHMMMMMM...

CRACK!

MAYBE IT'S THE FLU! I'LL CALL A DOCTOR!

YOU...YOU SMASHED THAT METAL PILLAR LIKE A TOOTHPICK!

AND...THAT MARBLE AND STEEL COUNTER TOP...IT SNAPPED THE SECOND YOU TOUCHED IT!

DAD!...WHAT'S HAPPENING TO ME?? WHAT'S HAPPENING!!?

FTOK!

YOUR CLOTHES DIDN'T SHRINK! IT'S YOU... YOU'VE GOTTEN BIGGER!!

AND STRONGER! I FEEL AS THOUGH... I CAN DO... ANYTHING!

THE DIZZINESS PASSED! I'VE GOT MY BALANCE BACK! NOW I CAN... WHA...??!

MY MUSCLES!! THEY'RE TOO STRONG! THE SLIGHTEST MOTION SENT ME HURLING THROUGH THE WALL!

CRASH!

I HARDLY EVEN FELT THE IMPACT! IT MUST BE THOSE SPORES... THEY'VE TURNED ME INTO...INTO... WHAT??

EASY, SON...EASY! HERE COME THE TWO FEDERAL AGENTS WHO'VE BEEN GUARDING YOU!

WE'VE BEEN EXPECTING SOMETHING LIKE THIS! WE'VE GOT TO GET HIM TO OUR LAB...ON THE DOUBLE!

AND SO... THIS IS WHY ENEMY AGENTS HIRED THE RHINO TO CAPTURE COLONEL JAMESON! THEY ALSO ANTICIPATED THE DEVELOPMENT!

OF COURSE! IF THOSE BLASTED SPORES HAVE INCREASED MY SON'S STRENGTH, THEY'D BE ONE OF THE MOST VALUABLE MILITARY SECRETS OF ALL!



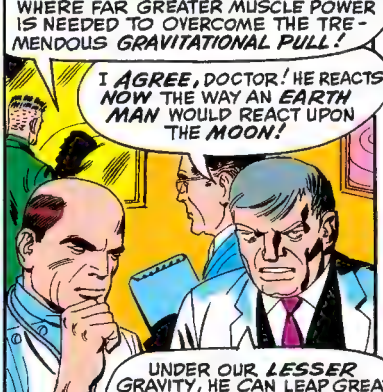
WE'LL FIND OUT FOR SURE AS SOON AS WE REACH OUR LAB!

THEN, EXACTLY SIXTY MOMENTOUS MINUTES LATER...

THE SPORES MUST BE FROM SOME PLANET LIKE JUPITER, WHERE FAR GREATER MUSCLE POWER IS NEEDED TO OVERCOME THE TREMENDOUS GRAVITATIONAL PULL!

I AGREE, DOCTOR! HE REACTS NOW THE WAY AN EARTH MAN WOULD REACT UPON THE MOON!

UNDER OUR LESSER GRAVITY, HE CAN LEAP GREAT DISTANCES...AND HIS STRENGTH FAR EXCEEDS A NORMAL HUMAN'S!



BUT, THE SUDDEN CONVERSION WILL PLACE A GREAT STRAIN UPON HIS HEART AND NERVOUS SYSTEM!

CORRECT! WE'LL DESIGN A SPECIAL SUIT WHICH WILL PROTECT HIM, AND SLOW HIM DOWN!

WE MUST SEE TO IT THAT HE DOES NOT EXERT HIMSELF... OR INJURE HIMSELF THROUGH CARELESSNESS!

TONY STARK'S OUR MAN! I'LL CONTACT HIS LAB IMMEDIATELY!



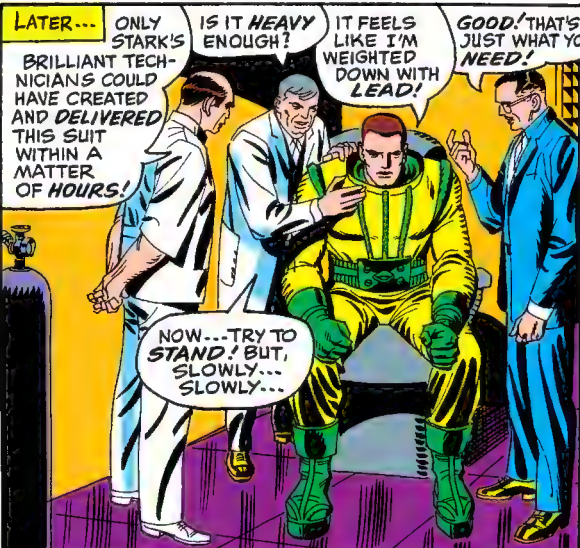
LATER...

ONLY STARK'S IS IT HEAVY ENOUGH? IT FEELS LIKE I'M WEIGHTED DOWN WITH LEAD!

GOOD! THAT'S JUST WHAT YOU NEED!

BRILLIANT! TECHNICIANS COULD HAVE CREATED AND DELIVERED THIS SUIT WITHIN A MATTER OF HOURS!

NOW... TRY TO STAND! BUT, SLOWLY... SLOWLY...



IT'S INCREDIBLE! EVEN HELD DOWN BY THIS RESTRAINING SUIT, I FEEL AS THOUGH I'M BURSTING WITH POWER!

PERFECT! YOU CAN FUNCTION NORMALLY WITHIN THAT OUTFIT, BUT IT WILL PREVENT YOU FROM BEING A VICTIM OF YOUR OWN SUPER-STRENGTH!



IT WILL ALSO REGULATE YOUR NERVOUS SYSTEM AND YOUR HEART-BEAT, TO LESSEN ANY POSSIBLE STRAIN UPON THEM!

THEN, I'M TO REMAIN IN THIS SUIT... UNTIL FURTHER NOTICE?

NOW, MORE THAN EVER, YOU MUST REMAIN UNDER CONSTANT SURVEILLANCE, COLONEL JAMESON! OUR AGENTS WILL ACCOMPANY YOU WHEREVER YOU GO!

YOU SHOULD BE VERY PROUD OF YOUR SON, SIR!

YOU'RE BLAMED RIGHT I'M PROUD OF HIM!

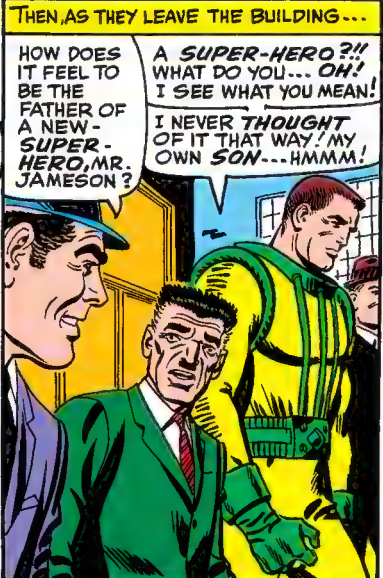


THEN, AS THEY LEAVE THE BUILDING...

HOW DOES IT FEEL TO BE THE FATHER OF A NEW SUPER-HERO, MR. JAMESON?

A SUPER-HERO?!! WHAT DO YOU... OH! I SEE WHAT YOU MEAN!

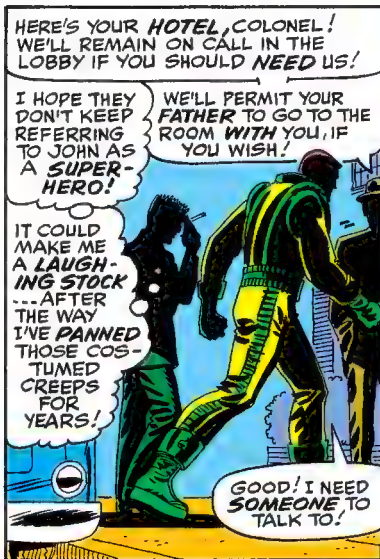
I NEVER THOUGHT OF IT THAT WAY! MY OWN SON... HMMM!



BUT... AFTER ME SPENDING MONTHS WRITING EDITORIALS AGAINST SUPER-HEROES... TRYING TO RIDICULE THEM... TO CUT THEM DOWN TO SIZE...

STILL, THERE'S A DIFFERENCE! MY SON ISN'T A PHONY SUPER-HERO... LIKE THAT FINK SPIDER-MAN!!





HERE'S YOUR **HOTEL**, COLONEL! WE'LL REMAIN ON CALL IN THE LOBBY IF YOU SHOULD **NEED** US!

I HOPE THEY DON'T KEEP REFERRING TO JOHN AS A **SUPER-HERO**!

WE'LL PERMIT YOUR FATHER TO GO TO THE ROOM WITH YOU, IF YOU WISH!

IT COULD MAKE ME A **LAUGHING STOCK**... AFTER THE WAY I'VE **PANNED** THOSE COSTUMED CREEPS FOR YEARS!

GOOD! I NEED **SOMEONE** TO TALK TO!



FOSWELL? THIS IS JJJ! WHAT'S GOING ON THERE WHILE I'M... **WHAT??!!**

SAY IT AGAIN!! ARE YOU **SURE??** YOU MEAN... THERE WERE **WITNESSES??** SO, THERE **CAN'T** BE A MISTAKE THIS TIME!!

WHAT'S UP, DAD?



IT FINALLY HAPPENED! I'VE GOT THE PROOF I **NEED!** NOW THE WHOLE, CHICKEN-SCRATCHIN' **WORLD** WILL KNOW I WAS **RIGHT!**

THAT'S **SWELL**, DAD! GLAD TO HEAR IT!

BUT, RIGHT ABOUT **WHAT??**

ABOUT **SPIDER-MAN!**



HE FINALLY MADE HIS ONE **BIG MISTAKE!** HE ROBBED A **BANK**... RIGHT IN FRONT OF **WITNESSES!**

HOW CAN THEY BE SURE IT WASN'T SOMEONE **IMPERSONATING** HIM?

BECAUSE HE WAS **SEEN** BREAKING INTO THE VAULT WITH HIS **BARE HANDS**... AND CLIMBING A **SHEER WALL!** IT HAD TO BE HIM!

IT'S THE **LUCKIEST** THING THAT COULD HAVE HAPPENED! THE **GREATEST** BREAK IN THE **WORLD** FOR US!

WHAT DO YOU **MEAN**, DAD?



DON'T YOU **SEE?** THAT WEB-HEAD HAS FOOLED **EVERYBODY** ALL THIS TIME!

I WAS THE ONLY ONE WHO SAW **THROUGH** HIM! BUT I WAS A LONE VOICE, CRYING IN THE WILDERNESS! NOBODY **BELIEVED** ME! THEY ALL **LAUGHED** AT ME!

NOW, NOT ONLY WILL THE WORLD KNOW I WAS **RIGHT**... BUT JUST THINK OF THE **TRIUMPH** IF MY OWN SON IS THE ONE TO **CATCH** THAT MISERABLE MASKED MADMAN!!

YOU WANT ME TO GO AFTER HIM?



OF COURSE! THAT BANK ROBBERY PROVES I MUST HAVE BEEN RIGHT ABOUT **ALL** THE THINGS I ACCUSED HIM OF!

AND NOW... HE'S IN HIDING! WITH HIS SUPER-POWERS, IT MAY TAKE **YEARS** TO NAB HIM!

BUT YOU'RE EVEN STRONGER THAN HE IS! YOU'VE GOT TO SHOW THE WORLD WHAT A **REAL** SUPER-HERO CAN DO! WHAT JONAH JAMESON'S SON CAN DO!

I NEVER LOOKED AT IT THAT WAY!



THINK WHAT IT WOULD MEAN TO ME... TO YOUR BUDDIES IN THE **SPACE PROGRAM**... TO ALL THE IMPRESSIONABLE **HERO** WORSHIPPERS EVERYWHERE!

YOU'VE GOT TO PROVE THAT **NO** CRUMMY **CROOK** CAN GET AWAY WITH ANYTHING... EVEN IF HE'S GOT SUPER POWER!

GO GET 'IM, JOHNNY! SQUASH THAT WALL-CRAWLER LIKE A **BED-BUG!** YOU CAN DO IT!

OKAY DAD! YOU'RE ON!

THAT'S MY BOY!



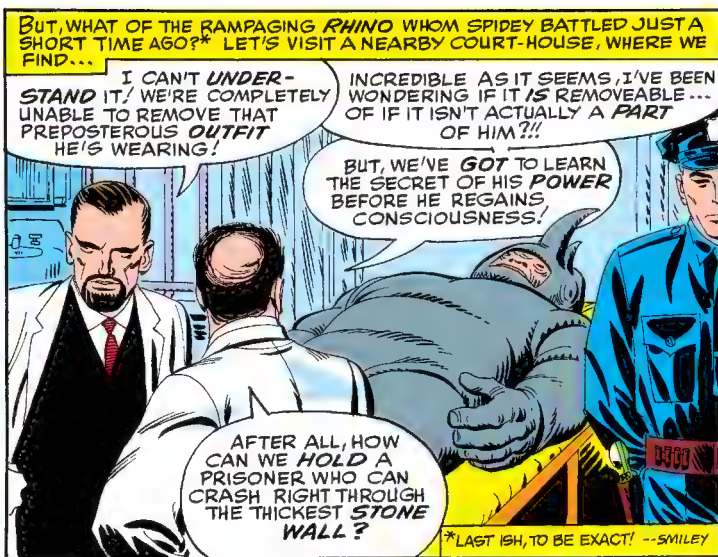
WE SAW COLONEL JAMESON RUN OUT OF HERE... BEFORE WE COULD STOP HIM!

WHAT HAPPENED?? SPEAK UP, MAN!

NOTHING TO BE ALARMED AT, MY GOOD MAN! HE'S OFF ON A MISSION OF JUSTICE!

BUT HE WAS ORDERED NOT TO GO OFF ALONE! IT'S DANGEROUS!

YOU BET IT IS... TO SPIDER-MAN!!



BUT, WHAT OF THE RAMPAGING RHINO WHOM SPIDEY BATTLED JUST A SHORT TIME AGO? * LET'S VISIT A NEARBY COURT-HOUSE, WHERE WE FIND...

I CAN'T UNDERSTAND IT! WE'RE COMPLETELY UNABLE TO REMOVE THAT PREPOSTEROUS OUTFIT HE'S WEARING!

INCREDIBLE AS IT SEEMS, I'VE BEEN WONDERING IF IT IS REMOVEABLE... OF IF IT ISN'T ACTUALLY A PART OF HIM??!

BUT, WE'VE GOT TO LEARN THE SECRET OF HIS POWER BEFORE HE REGAINS CONSCIOUSNESS!

AFTER ALL, HOW CAN WE HOLD A PRISONER WHO CAN CRASH RIGHT THROUGH THE THICKEST STONE WALL?

*LAST ISH, TO BE EXACT! --SMILEY



WHAT ABOUT TRANQUILLIZERS? SURELY WE CAN RESTRAIN HIM THAT WAY!

NO DICE, DOCTOR! I'VE BROKEN THREE NEEDLES ALREADY!

NOTHING CAN PIERCE THAT SKIN OF HIS!



PERHAPS WE HAVE BEEN ON THE WRONG TRACK, IF THAT ISN'T A COSTUME... IF IT REALLY IS SOME SORT OF SUPER-POWERFUL OUTER HIDE...

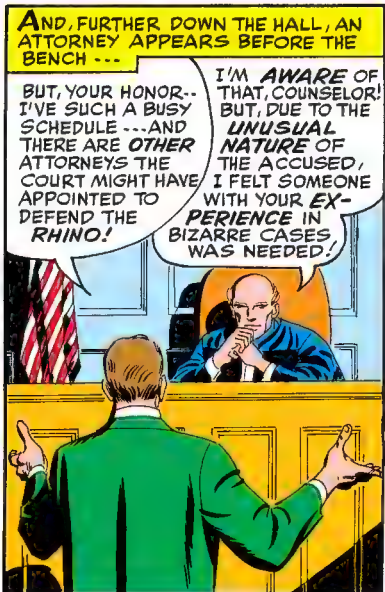
IT'S ALMOST UNTHINKABLE! AND YET, WHAT OTHER ANSWER CAN THERE BE?

JUST WEARING A MACABRE OUTFIT ISN'T LIKELY TO GIVE HIM SUCH BRUTISH POWER!



IT'S FORTUNATE HE HASN'T AWAKENED YET! WE'D BETTER SUMMON SOME MORE SPECIALISTS BEFORE HE DOES! LET'S GO!

SLAM!



AND, FURTHER DOWN THE HALL, AN ATTORNEY APPEARS BEFORE THE BENCH...

BUT, YOUR HONOR... I'VE SUCH A BUSY SCHEDULE... AND THERE ARE OTHER ATTORNEYS THE COURT MIGHT HAVE APPOINTED TO DEFEND THE RHINO!

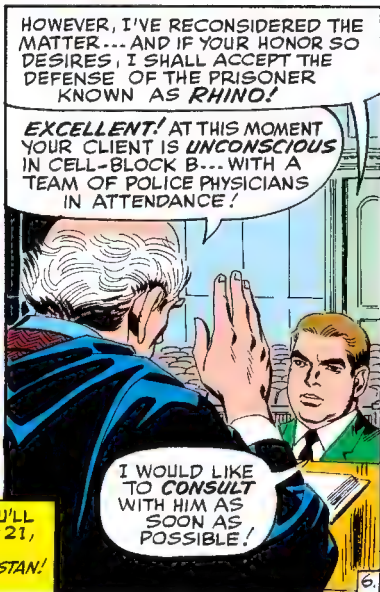
I'M AWARE OF THAT, COUNSELOR! BUT, DUE TO THE UNUSUAL NATURE OF THE ACCUSED, I FELT SOMEONE WITH YOUR EXPERIENCE IN BIZARRE CASES WAS NEEDED!



HOWEVER, MR. NELSON, IF YOU FEEL YOU CANNOT ACCEPT THE ASSIGNMENT, PERHAPS YOUR LAW PARTNER, MATTHEW MURDOCK IS AVAILABLE!

NO, YOUR HONOR! HE HAPPENS TO BE... EH... OUT OF TOWN, AT THE MOMENT! *

*HE SURE IS, AS YOU'LL SEE IN DAREDEVIL #21, NOW ON SALE!... PLUG-HAPPY STAN!

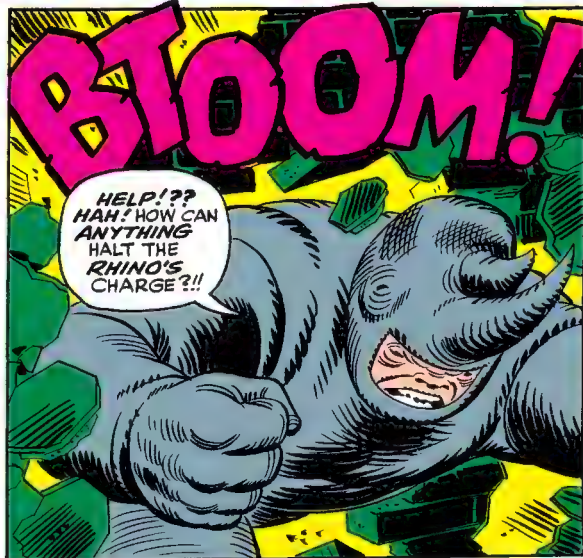
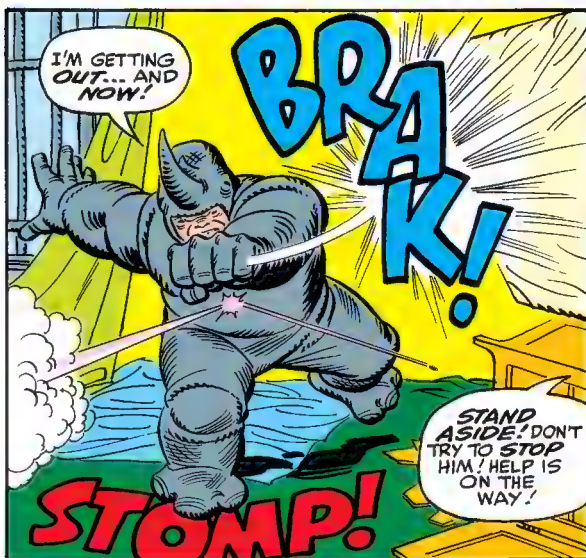
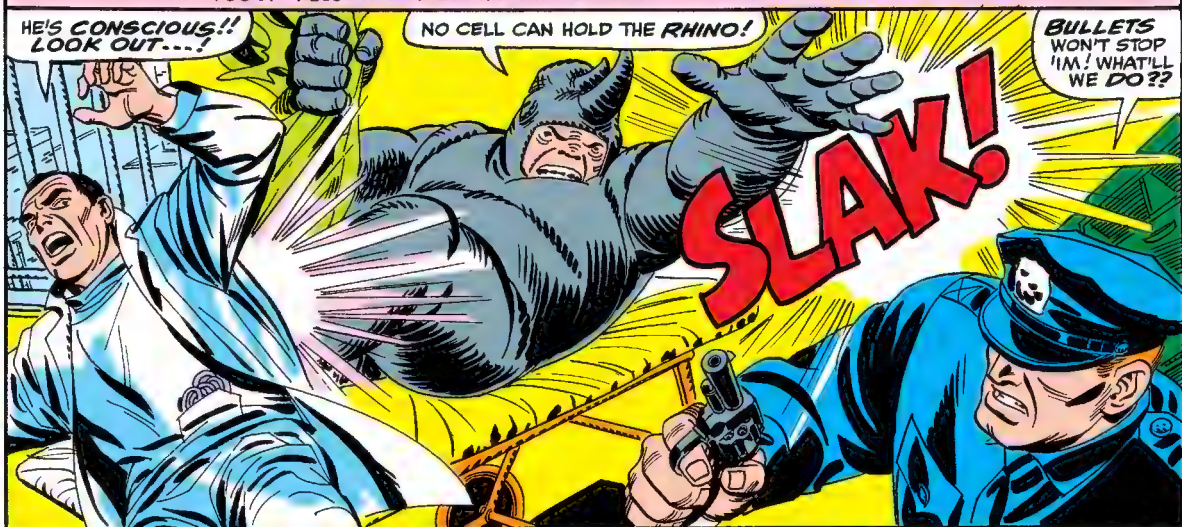


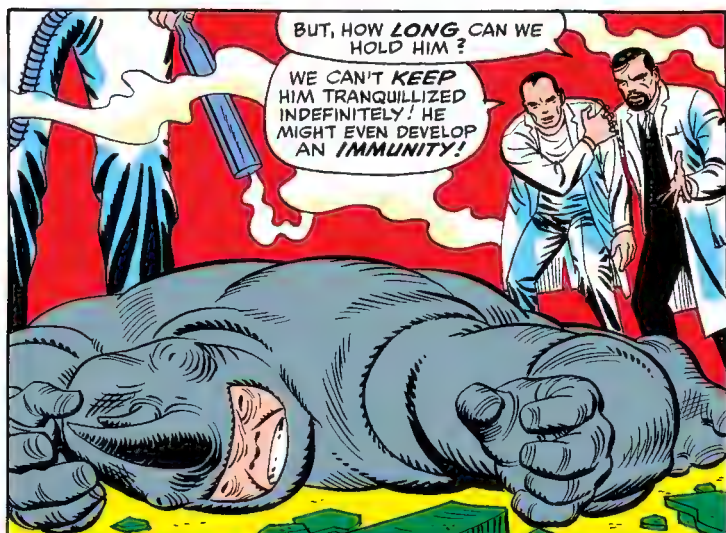
HOWEVER, I'VE RECONSIDERED THE MATTER... AND IF YOUR HONOR SO DESIRES, I SHALL ACCEPT THE DEFENSE OF THE PRISONER KNOWN AS RHINO!

EXCELLENT! AT THIS MOMENT YOUR CLIENT IS UNCONSCIOUS IN CELL-BLOCK B... WITH A TEAM OF POLICE PHYSICIANS IN ATTENDANCE!

I WOULD LIKE TO CONSULT WITH HIM AS SOON AS POSSIBLE!

PERHAPS FRANKLIN "FOGGY" NELSON WILL GET HIS WISH SOONER THAN HE EXPECTS! FOR AT THAT MOMENT...





BUT, HOW LONG CAN WE HOLD HIM?

WE CAN'T KEEP HIM TRANQUILLIZED INDEFINITELY! HE MIGHT EVEN DEVELOP AN IMMUNITY!



THEN WHAT DO WE DO? HOW CAN WE HOLD HIM?

I DON'T KNOW! BUT, IT'S A PROBLEM THAT **MUST** BE SOLVED... AND SOLVED QUICKLY!

IF ONLY WE KNEW HIS ORIGIN!



DESPITE WHAT YOU MAY THINK, WE HAVEN'T FORGOTTEN ABOUT **PEERLESS PETER PARKER!** IN FACT, HERE HE IS **NOW...**

STAY THERE, SWEETIE! DON'T GET TOO LONESOME WHILE I'M GONE!

HEY, WHO'S PARKER TALKING TO OVER THERE?

HIS WHEELS... WHO ELSE? PARK



I'LL BET YOU TAKE THAT CYCLE TO BED WITH YOU AT NIGHT!

SURE, FLASH! DOESN'T EVERYBODY?

HOW ABOUT COMING TO A PARTY AT MY HOUSE SUNDAY, PETE?

LOVE TO, GWEN!



AT LAST... THEY'RE REALLY BEGINNING TO ACCEPT ME! IT'S GREAT TO BE... **ULP!**

I JUST REMEMBERED!! I PROMISED AUNT MAY I'D MEET **MARY JANE WATSON** AT DINNER SUNDAY NIGHT! I JUST CAN'T BACK OUT AGAIN!

GOSH, GWEN... I'M SORRY! I JUST REALIZED...

NO NEED TO EXPLAIN! ATTENDANCE ISN'T **COMPULSORY!**

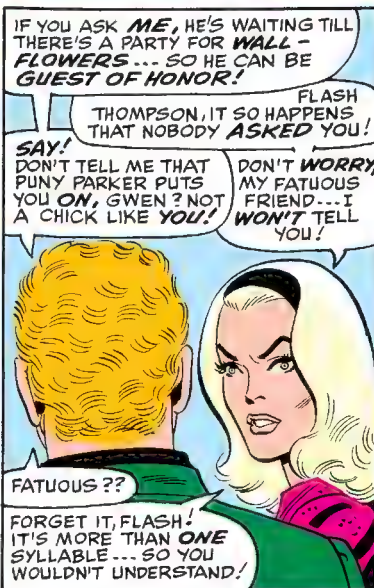


BUT, I DON'T WANT YOU TO THINK I'M JUST MAKING UP AN EXCUSE...

I'M SURE THAT WHAT I THINK WON'T BOTHER YOU, PETER!

HAW! GOOD OL' PARKER... THE STRIKE-OUT KING!

PETE'S PROBABLY GOT HIS REASONS!



IF YOU ASK **ME**, HE'S WAITING TILL THERE'S A PARTY FOR **WALL-FLOWERS...** SO HE CAN BE **GUEST OF HONOR!**

FLASH THOMPSON, IT SO HAPPENS THAT NOBODY ASKED YOU!

SAY! DON'T TELL ME THAT PUNY PARKER PUTS YOU ON, GWEN? NOT A CHICK LIKE YOU!

DON'T WORRY, MY FATUOUS FRIEND... I WON'T TELL YOU!

FATUOUS??

FORGET IT, FLASH! IT'S MORE THAN **ONE SYLLABLE...** SO YOU WOULDN'T UNDERSTAND!



SEE YOU LATER, GUYS! GWEN AND I ARE GONNA MAKE THE SCENE AT THE **SILVER SPOON!**

IT'S LIKE AN **AESOP'S FABLE**, FLASH! YOU NEEDLE ME ABOUT YOUR GAL, AND **HARRY OSBORN** WALKS AWAY WITH HER!

VERY FUNNY!

YOU SURE HAVE A GIFT FOR **REPARTEE!**

THE REMAINDER OF THE DAY DRAGS ON FOR OUR HERO, UNTIL AT LAST, A THOUGHTFUL PETER PARKER LEAVES HIS FINAL CLASS ...

I'M AS ANXIOUS TO MEET **MARY JANE WATSON** ON SUNDAY AS I AM TO MEET THE **HULK!**

AND SHE'LL PROBABLY LOOK LIKE HIM!

FUNNY HOW I DON'T EVEN **THINK** ABOUT **BETTY BRANT** ANY MORE! SHE'S LIKE A CHAPTER OF MY LIFE THAT'S CLOSED AND DONE WITH!

BUT **GWEN STACY** LOOKS BETTER TO ME EACH TIME I SEE HER!

IF ONLY WE COULD GET OFF ON THE RIGHT FOOT... JUST ONCE!

OH WELL...

LATER, AS THE VEIL OF NIGHT BEGINS TO SHROUD THE RESTLESS CITY...

NOTHING LIKE A LITTLE **WEB-SWINGING** TO CLEAR AWAY THE COBWEBS...

SAY! THERE'S SOMEONE STANDING ATOP THAT **ROOF**... A FEW BLOCKS AWAY ... WEARING A **COSTUME!**

AND LOOK AT THE **SIZE OF HIM!** WAIT! I... I **KNOW HIM!**

IT'S **COLONEL JAMESON**... **JONAH'S SON!** BUT... WHAT **CHANGED YOU ??**

NEVER MIND **ME!** I WAS **HOPING** I'D RUN INTO **YOU, MISTER!**

I JUST FOUND OUT MY **FATHER'S BEEN RIGHT** ABOUT YOU ALL THIS **TIME!**

YOU'RE NOTHING BUT A **CHEAP, COSTUMED CROOK!**

BUT YOU'VE FINALLY MET UP WITH SOMEONE WHO CAN **HANDLE** A SUPER-POWERED STUMBLE-BUM LIKE **YOU!**

HEY! TAKE IT **EASY!** I **HAVEN'T** FINISHED PAYING MY **LAST DENTAL BILL** YET!

THOK!

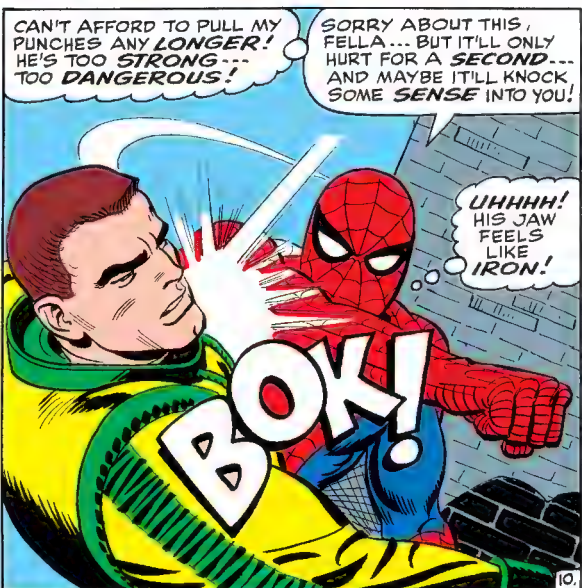
YOU'RE NOT GONNA **SMART-TALK** YOUR WAY OUT OF **THIS**, MASKED MAN! I DON'T LIKE BEING MADE A **FOOL OF!**

WHO **DOES?!**

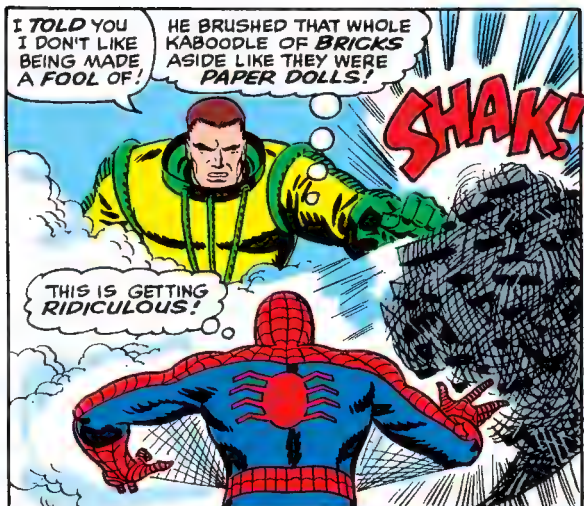
STOP **SWINGIN'!** AND START LISTENING TO **REASON, COLONEL!** YOU'VE GOT THIS ALL **WRONG!**

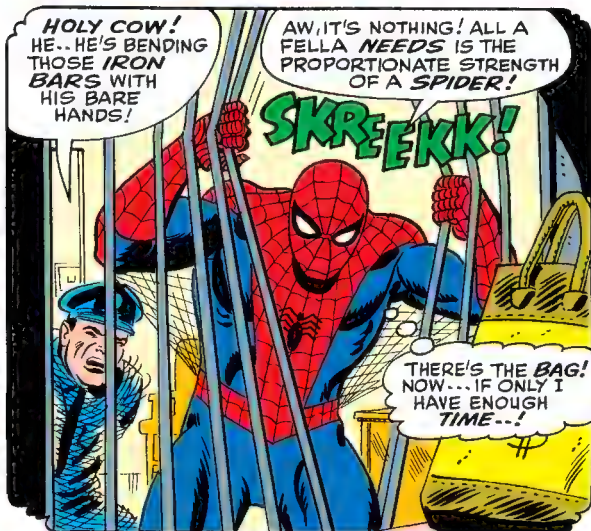
WAM!

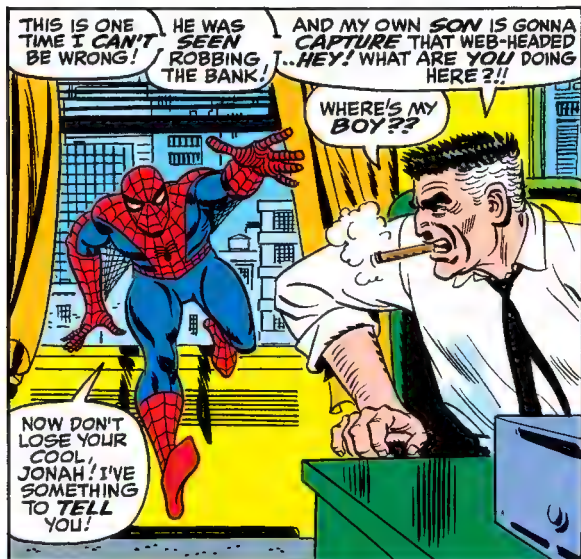
WRONG, EH? YOU CAN'T **DENY** **ROBBING** THAT **BANK!** TOO MANY **WITNESSES SAW YOU!**

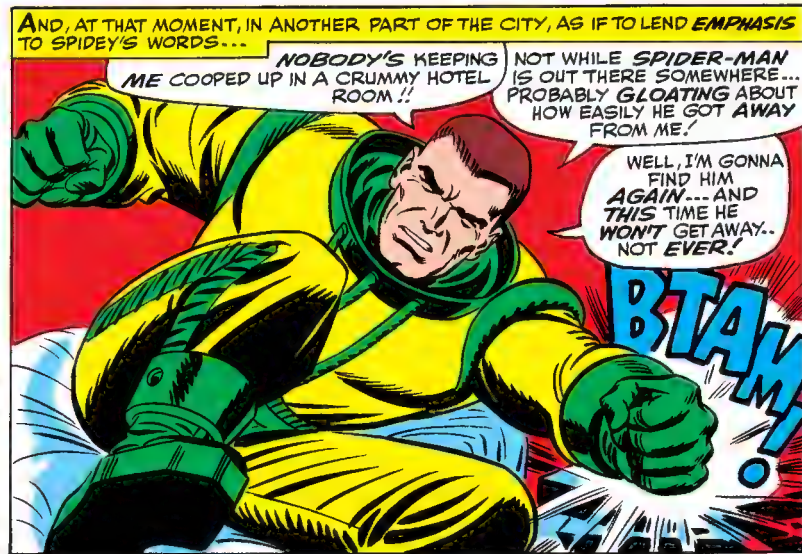
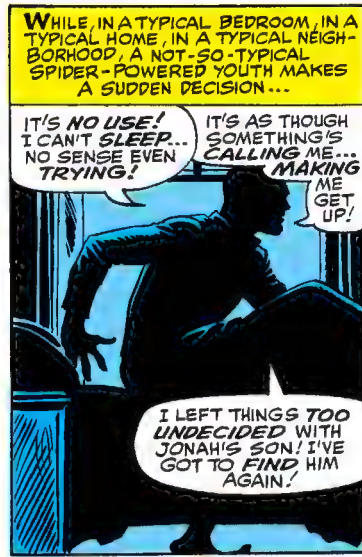












LIKE SOME MYSTIC, METAPHYSICAL MAGNET, FATE SEEMS TO DRAW BOTH MEN TO THE SAME PLACE AT THE SAME TIME... AND THEN, **VOILA --!**



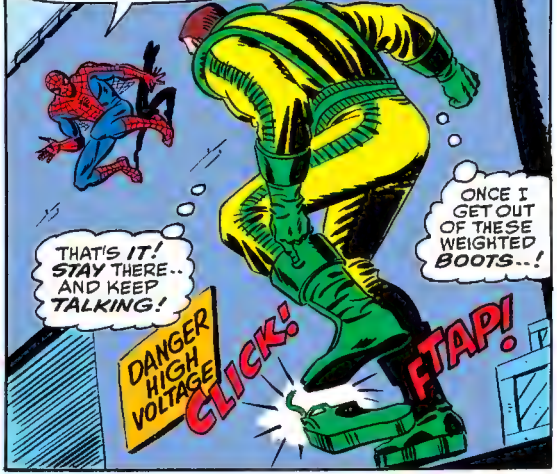
S'MATTER, FELLA? SOMEONE TAKE AWAY YOUR SPACE-SHIP?

IT'S **ME**, COLONEL! HOW ABOUT US HAVING A PEACEFUL LITTLE TALK?

TALK?!! I'M GONNA FINISH YOU OFF!

TO DO THAT, YOU'LL NEED AN **APPOINTMENT!** THERE'S A BIG WAITING LIST!

ANYWAY, USE YOUR HEAD! WE'VE NO REASON TO FIGHT!

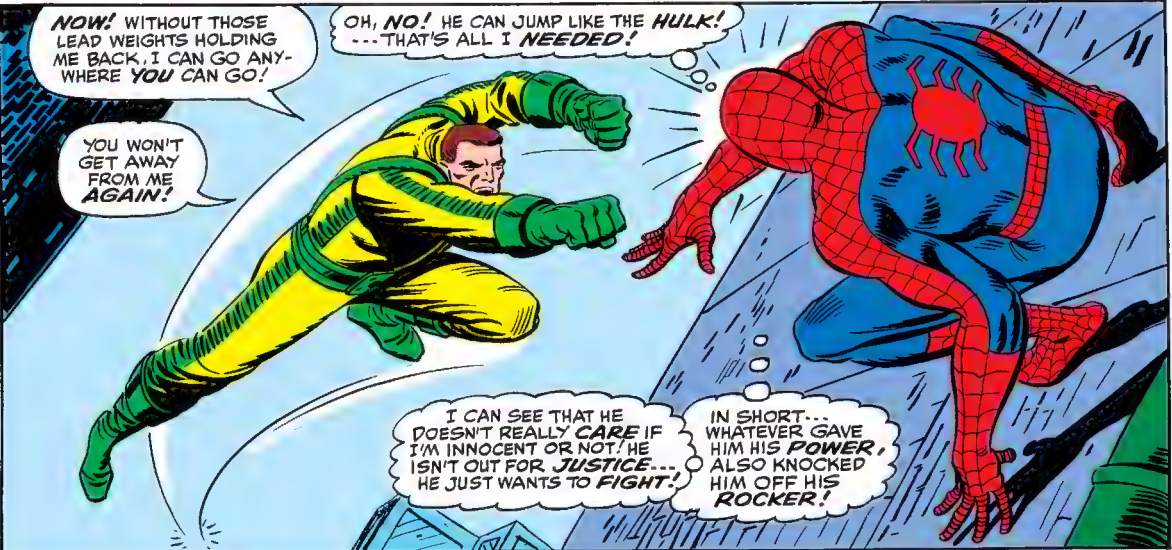


THAT'S IT! STAY THERE... AND KEEP TALKING!

CLICK!

ONCE I GET OUT OF THESE WEIGHTED BOOTS...!

FTAP!



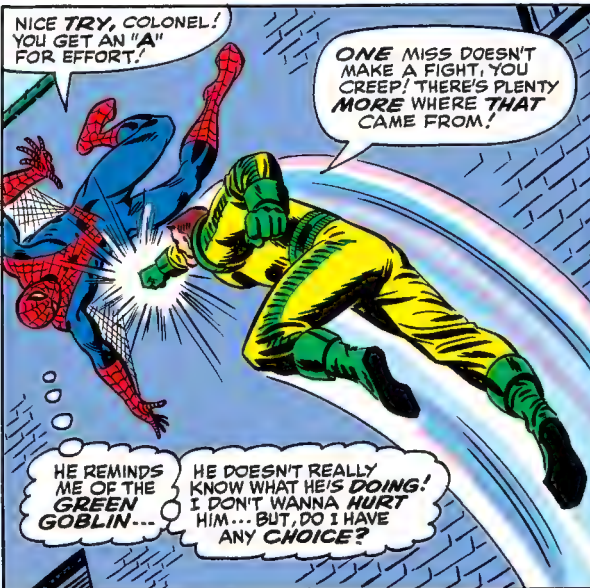
NOW! WITHOUT THOSE LEAD WEIGHTS HOLDING ME BACK, I CAN GO ANYWHERE YOU CAN GO!

YOU WON'T GET AWAY FROM ME AGAIN!

OH, **NO!** HE CAN JUMP LIKE THE **HULK!** ...THAT'S ALL I NEEDED!

I CAN SEE THAT HE DOESN'T REALLY CARE IF I'M INNOCENT OR NOT! HE ISN'T OUT FOR **JUSTICE**... HE JUST WANTS TO FIGHT!

IN SHORT... WHATEVER GAVE HIM HIS **POWER**, ALSO KNOCKED HIM OFF HIS **ROCKER!**

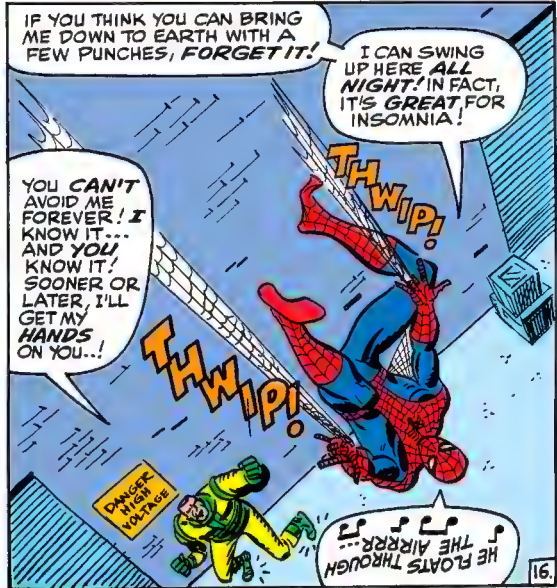


NICE TRY, COLONEL! YOU GET AN **"A"** FOR EFFORT!

ONE MISS DOESN'T MAKE A FIGHT, YOU CREEP! THERE'S PLENTY MORE WHERE THAT CAME FROM!

HE REMINDS ME OF THE **GREEN GOBLIN**...

HE DOESN'T REALLY KNOW WHAT HE'S DOING! I DON'T WANNA HURT HIM... BUT, DO I HAVE ANY CHOICE?



IF YOU THINK YOU CAN BRING ME DOWN TO EARTH WITH A FEW PUNCHES, **FORGET IT!**

I CAN SWING UP HERE **ALL NIGHT!** IN FACT, IT'S **GREAT** FOR INSOMNIA!

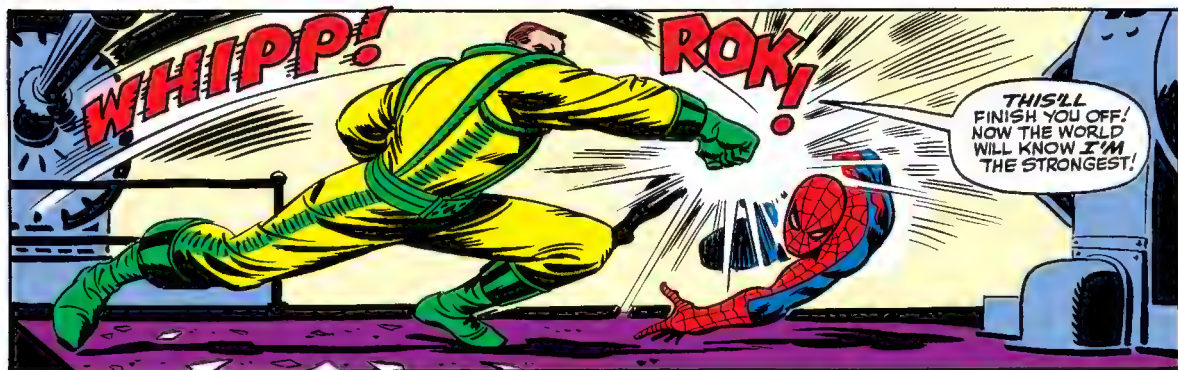
YOU CAN'T AVOID ME FOREVER! I KNOW IT... AND YOU KNOW IT! SOONER OR LATER, I'LL GET MY **HANDS** ON YOU...

THWIP!

THWIP!

HE FLOATS THROUGH THE AIRRRR...





HE'S **NORMAL-SIZED** AGAIN!

I **KNEW** IT! WHATEVER **CHANGED** HIM JUST **HAD** TO BE A RESULT OF SOMETHING CONTACTED DURING HIS **SPACE WALK**!

SO, I CHOSE THE ONE WAY TO **SHOCK** IT OUT OF HIS SYSTEM... BEFORE IT BECAME SO FIRMLY ENTRENCHED THAT **NOTHING** COULD HELP!

BOY! MY **SPIDER POWERS** ARE GREAT.. BUT IT WAS MY **SCIENCE SAVVY** THAT **LICKED THIS ONE!**

HE'LL BE COMING TO AFTER A WHILE!

TEN MINUTES AND TWENTY-SIX SECONDS LATER.... (BECAUSE WE KNOW YOU'RE A STICKLER FOR ACCURACY!)

I NEVER THOUGHT WE'D GET A CALL TO COME RUNNING FROM **SPIDER-MAN** HIMSELF!

HIS PULSE, HIS BLOOD PRESSURE, EVERYTHING ELSE... ALL CHECK OUT **A-OKAY**. HE'S BACK TO **NORMAL** AGAIN!

IF HE'S **HIMSELF** AGAIN, IT MEANS THOSE **SPORES** HAVE BEEN DESTROYED!

OUR LAB BOYS WILL BE GLAD TO HEAR IT! THEY WERE CONVINCED THE WHOLE EARTH WAS IN DANGER WHILE THEY LIVED!

BUT...HOW DID IT HAPPEN?

WHO KNOCKED HIM OUT??

WHAT'S THE DIFFERENCE.. AS LONG AS HE'S **ALL RIGHT**!

MY SENTIMENTS EXACTLY!

NO! DON'T YOU SEE?? IT'S **SPIDER-MAN'S** FAULT!

HE TORMENTED MY SON... MADE HIM **FIGHT**... TRIED TO TURN HIM INTO A **KILLER**... LIKE HE **HIMSELF** IS...

BUT HE COULDN'T DO IT! JOHN WAS TOO **BRAVE**, TOO **STRONG**, TOO **SMART**!

HE'S A CHIP OFF THE **OLD BLOCK**!

WHEW! THAT'S MY CLUE TO **TAKE OFF**!

IF THE COLONEL REALLY IS A CHIP OFF THE OLD BLOCK, HE'S GOT **ENOUGH** TROUBLE WITHOUT **ME** HANGIN' AROUND!

AND, A FEW HOURS LATER...

AHHH, MY FAVORITE TIME OF THE WEEK... GOOD OL' **SUNDAY**!

NOTHING TO DO BUT TAKE IT EASY... TUNE UP MY CYCLE... AND SOAK UP SOME SUN!

...IF THERE'S ANY SUN LEFT! I SLEPT MOST OF THE DAY AWAY!

WONDER WHAT **GWEN'S** DOING? MEBBE I'LL GIVE HER A CALL!

PETER, DEAR... YOU BE GETTING **READY**?

REMEMBER, YOU'LL BE MEETING **MARY JANE** WHEN WE GO TO MRS. WATSON'S FOR **DINNER** IN A FEW HOURS!

YOU DIDN'T **FORGET** ABOUT IT, DID YOU?

FORGET?? GOSH, AUNT MAY... WHO COULD **FORGET**?

DOPEY ME... THAT'S WHO!

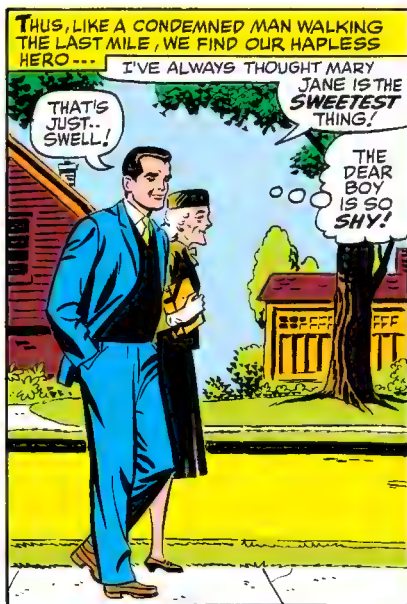
I'VE SPENT **MONTHS** TRYING TO AVOID MEETING MRS. WATSON'S NIECE!

BUT, IT LOOKS AS IF THIS IS **ONE** CONTEST **SPIDEY'S** GONNA **LOSE**! AUNT MAY MANAGED TO OUT-MANEUVER ME AT **LAST**!

OH, WELL... I GUESS I MIGHT AS WELL **MEET** HER AND GET IT OVER WITH!

SHE MAY NOT BE AS BAD AS I **EXPECT**!

SHE'LL PROBABLY BE **WORSE**!

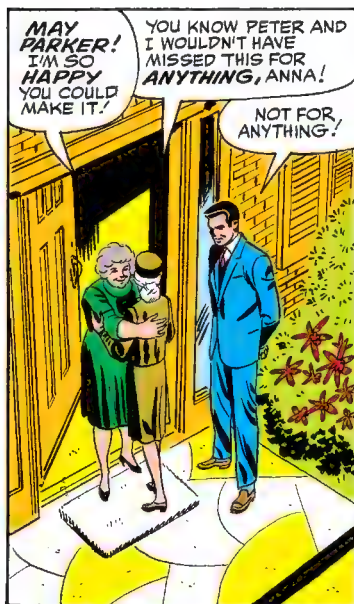


THIS, LIKE A CONDEMNED MAN WALKING THE LAST MILE, WE FIND OUR HAPLESS HERO ---

I'VE ALWAYS THOUGHT MARY JANE IS THE SWEETEST THING!

THAT'S JUST... SWEET!

THE DEAR BOY IS SO SHY!



MAY PARKER! I'M SO HAPPY YOU COULD MAKE IT!

YOU KNOW PETER AND I WOULDN'T HAVE MISSED THIS FOR ANYTHING, ANNA!

NOT FOR ANYTHING!



MARY JANE WILL BE HERE ANY MINUTE, PETER! SHE CALLED A FEW MINUTES AGO TO SAY SHE WAS LEAVING HER APARTMENT!

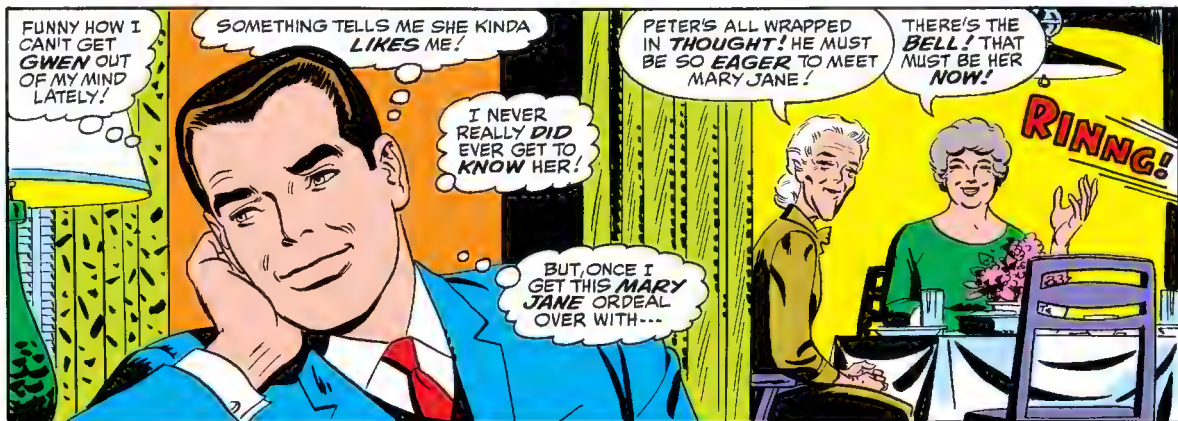
THAT'S ONE GOOD THING! IF SHE DOESN'T LIVE HERE, SHE'LL PROBABLY HAVE TO GO BACK HOME EARLY!

GOSH, IF NOT FOR AUNT MAY, WOULD I LIKE MY OWN APARTMENT?

TRY NOT TO BE TOO IMPATIENT, DEAR!

I'LL TRY!

PLEASE COME IN, AND SIT DOWN...



FUNNY HOW I CAN'T GET GWEN OUT OF MY MIND LATELY!

SOMETHING TELLS ME SHE KINDA LIKES ME!

I NEVER REALLY DID EVER GET TO KNOW HER!

BUT, ONCE I GET THIS MARY JANE ORDEAL OVER WITH...

PETER'S ALL WRAPPED IN THOUGHT! HE MUST BE SO EAGER TO MEET MARY JANE!

THERE'S THE BELL! THAT MUST BE HER NOW!

RING!



PETER PARKER, I'D LIKE YOU TO MEET MY NIECE---

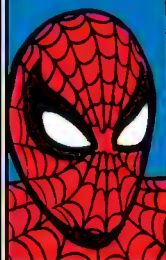
YOU MEAN... THAT'S MARY JANE...?!!



FACE IT, TIGER...

YOU JUST HIT THE JACKPOT!

NEXT:
"THE
R-H-NO
ON THE RAMPAGE!"
PLUS:
A SWINGIN'
SURPRISE
OR TWO!
'NUFF SAID!



MARVEL
COMICS
GROUP

12¢ **43**
IND. DEC

APPROVED
BY THE
COMICS
CODE
AUTHORITY

the AMAZING SPIDER-MAN



**"RHINO
ON THE
RAMPAGE!"**

THE AMAZING SPIDER-MAN!

"RHINO ON THE RAMPAGE!"



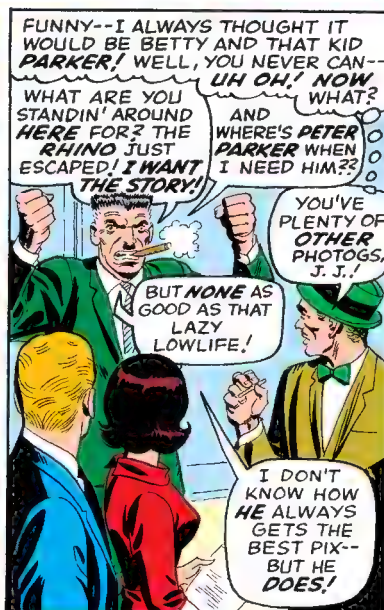
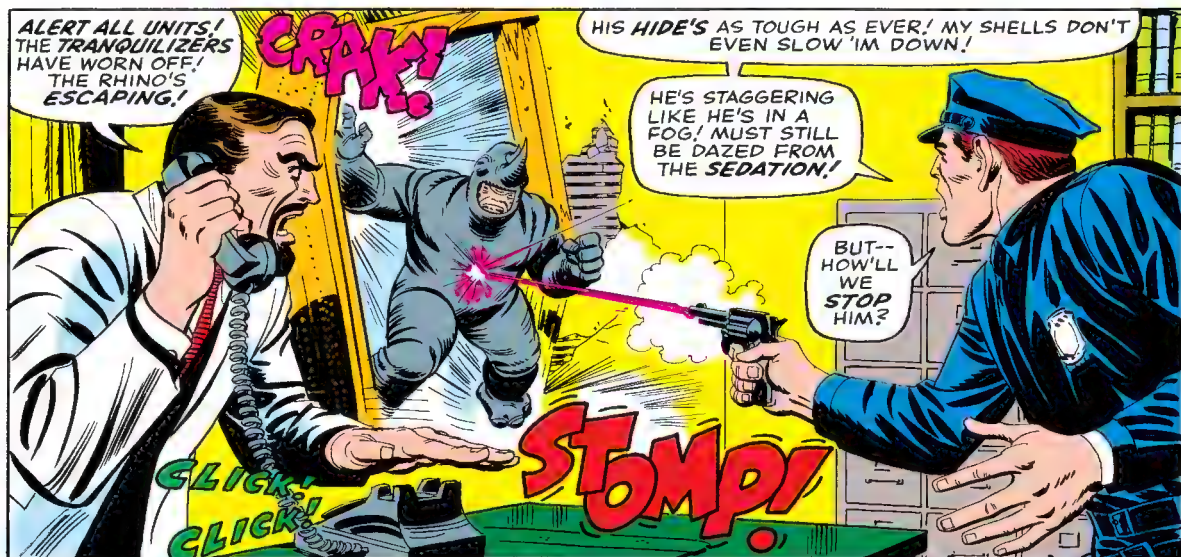
WE'LL SKIP THE EXPLANATIONS THIS ISH, NO MORE WORDS OF OURS COULD POSSIBLY DO JUSTICE TO THIS ACTION-PACKED THRILLER, PRODUCED BY:

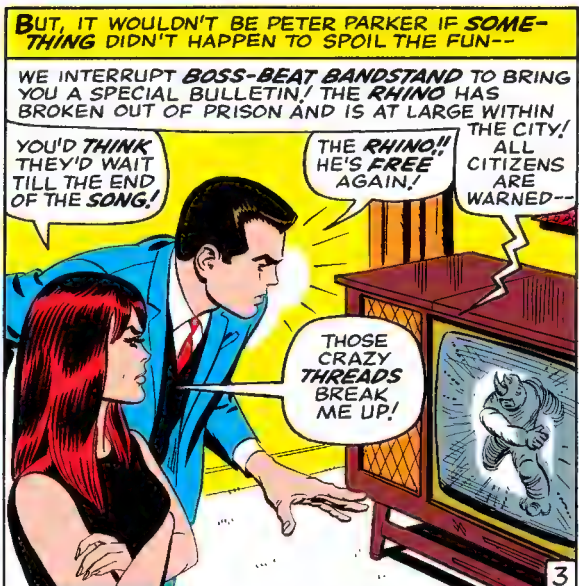
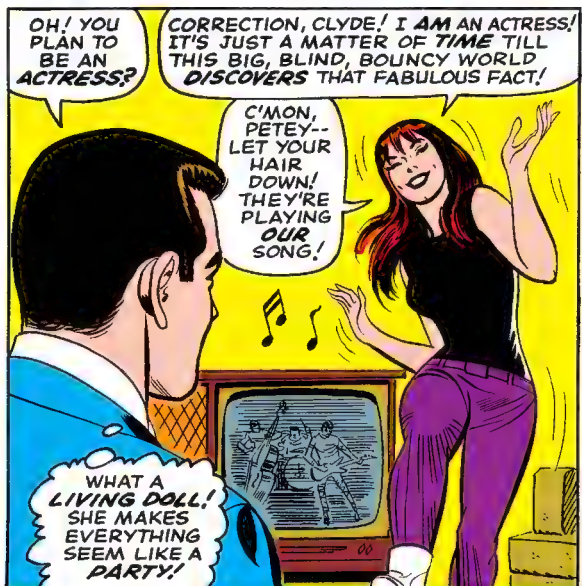
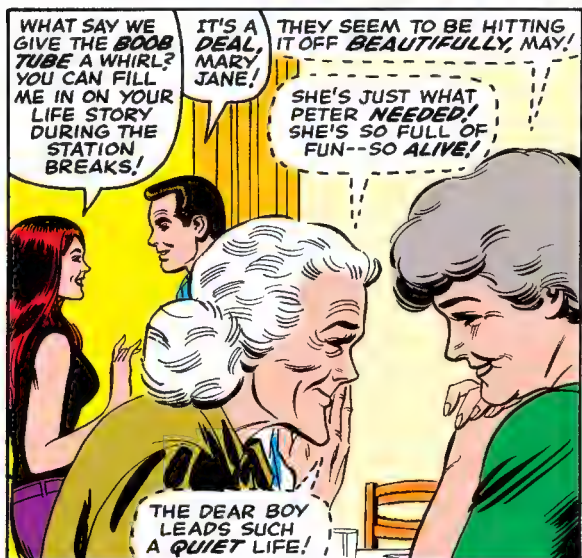
STAN (THE MAN) LEE, WRITER

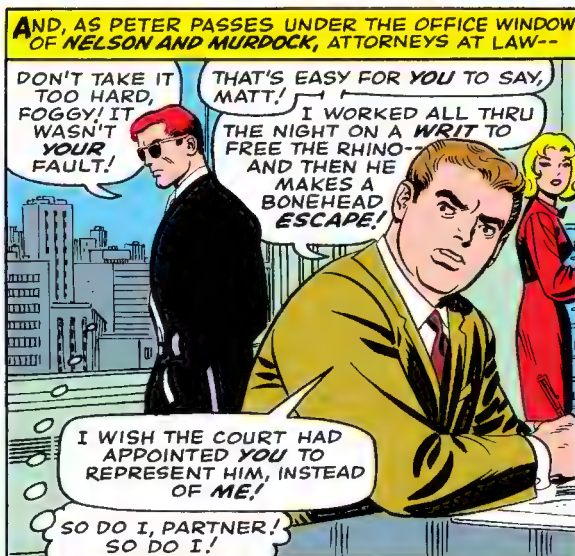
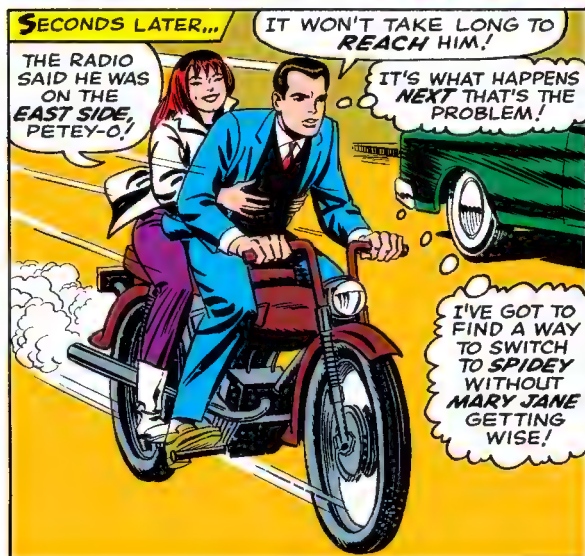
JOHN (RING-A-DING) ROMITA, ARTIST

ARTIE (STOUT-HEARTED) SIMEK, LETTERER

NOW, FASTEN YOUR SEAT BELTS!
WE'RE OFF--!







DON'T GO 'WAY, FRANTIC ONE! ORIGIN TIME IS COMIN' UP--!

IF NOT FOR THAT BLASTED WALL-CRAWLER, I'D HAVE CAPTURED COLONEL JAMESON BY NOW!*

MY PLAN WAS PERFECT--FOOLPROOF--TILL HE BUTTED IN!



*AS PROUDLY PORTRAYED IN OUR LILTIN' 41ST ISH, YOUR FRIENDLY FOOTNOTER--STAN!

BUT, I'LL FINISH SPIDER-MAN OFF! I'VE GOT THE POWER TO DO IT--THE POWER THAT THEY GAVE ME! I STILL REMEMBER HOW IT FIRST STARTED--

I WAS A NOBODY--JUST A HIRED HOOD--A MUSCLE-MAN, DOIN' THE DIRTY JOBS FOR A BUNCH OF PROFESSIONAL SPIES--

REMEMBER--WE OWE ALLEGIANCE TO NO NATION--EXCEPT THE COUNTRY THAT PAYS US THE BEST!

AND YOUR ALLEGIANCE IS ONLY TO US!

SURE--SURE!



MY ASSOCIATES THINK YOU ARE TOO STUPID TO BE TRUSTED--BUT I DISAGREE!



I FEEL YOUR VERY LACK OF INTELLIGENCE WILL PREVENT YOU FROM EVER BETRAYING US!

I DON'T CARE WHAT I DO--SO LONG AS I GET PAID!

THE EXPERIMENT! TELL HIM OF THE EXPERIMENT!

AH, YES! WE SHALL GIVE YOU A CHANCE TO BECOME IMPORTANT--TO BE FAMOUS!

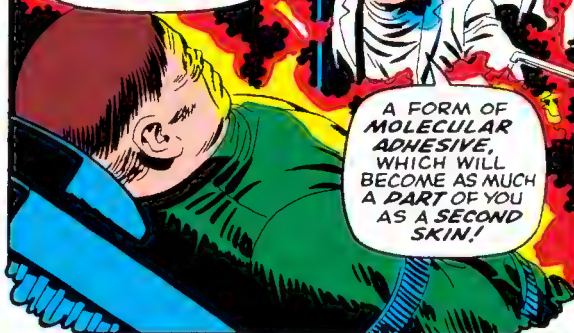


EXCELLENT! THAT IS WHY YOU ARE SO USEFUL TO US!

"THE EXPERIMENT TOOK MONTHS! MONTHS OF INJECTIONS--TREATMENTS--USING ME AS A GUINEA PIG, UNTIL--FINALLY--"

NOW FOR THE MOST CRUCIAL PART! YOU MUST LIE MOTIONLESS--DO NOT MOVE A MUSCLE!

WE ARE ABOUT TO APPLY MY GREATEST INVENTION--



A FORM OF MOLECULAR ADHESIVE, WHICH WILL BECOME AS MUCH A PART OF YOU AS A SECOND SKIN!

THERE! IT IS DONE! OUR TREATMENTS HAVE GIVEN YOU THE STRENGTH OF A RHINOCEROS!

AND, THE MOLECULAR ADHESIVE COVERING YOU WEAR WILL GIVE YOU A PROTECTIVE SKIN TOUGHER THAN A RHINO'S OWN!



YOU ARE POSSIBLY THE STRONGEST MAN ALIVE--THANKS TO US, YOU MUST OBEY OUR EVERY COMMAND!

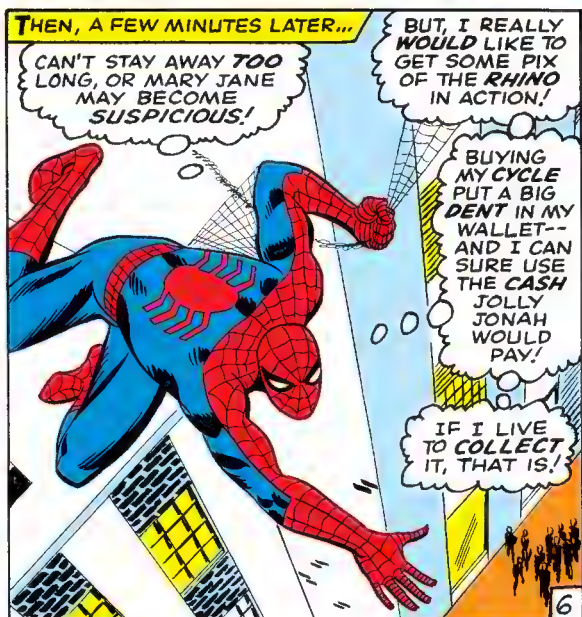
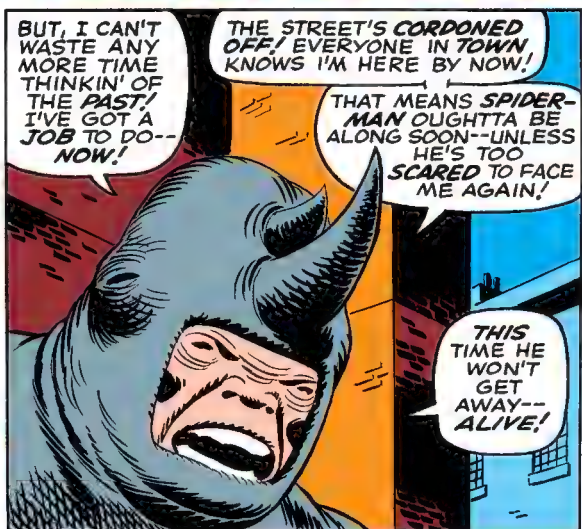
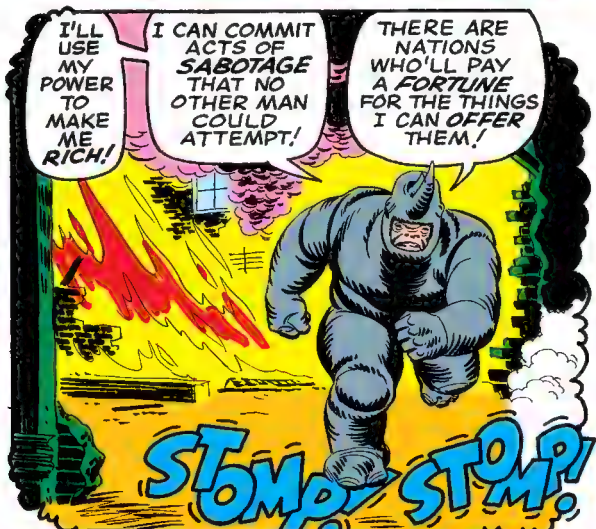
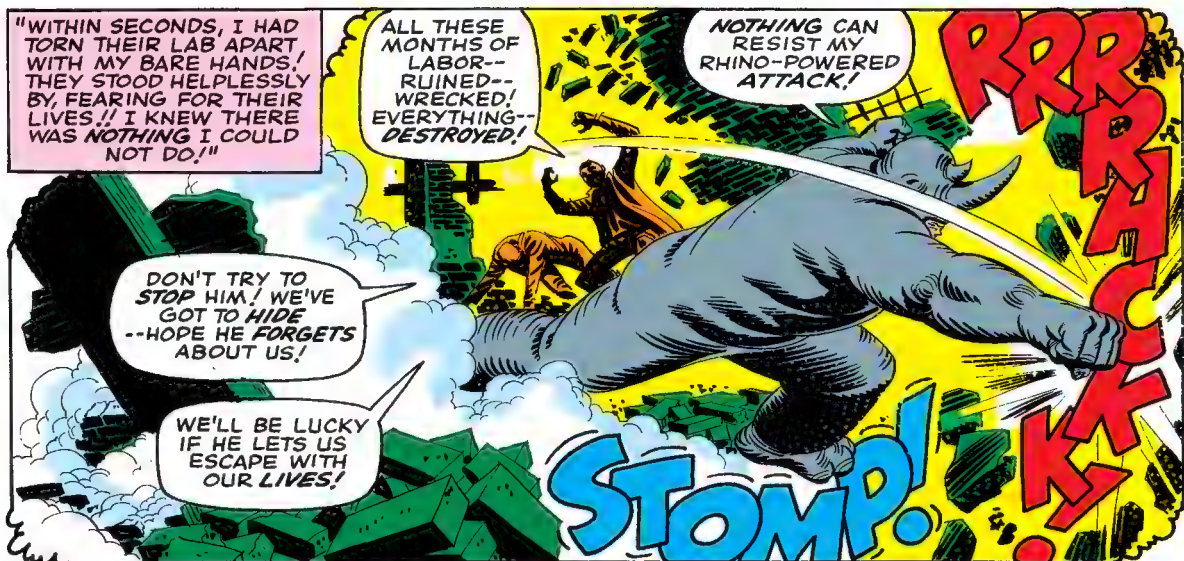
YOU WILL BE THE PERFECT ASSASSIN! BRAINLESS--OBEDIENT--INVINCIBLE!

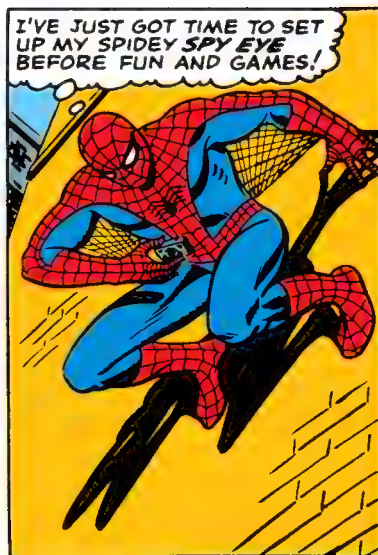
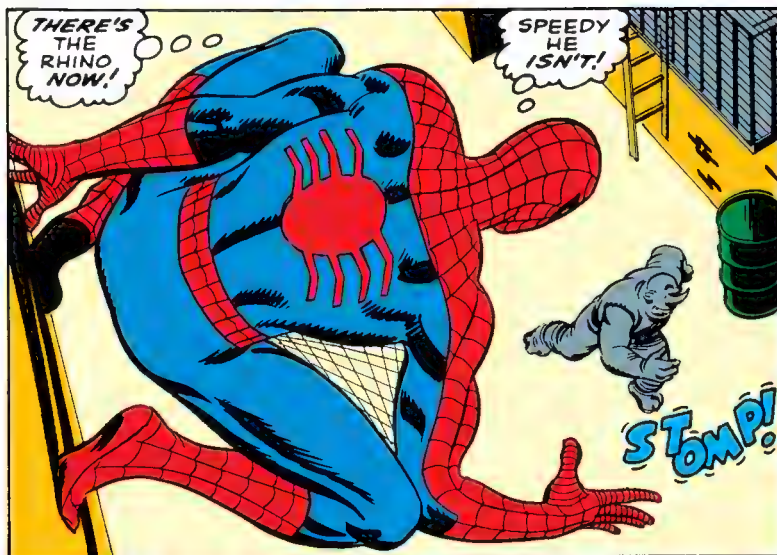
"BUT, THEY HAD MADE ONE FATAL MISTAKE! WHEN MY POWER INCREASED--MY INTELLIGENCE DID, ALSO!"

WHY SHOULD I SERVE YOU?



I'M TOO STRONG TO TAKE ORDERS FROM ANY MAN!







WELL, WHILE WAITING FOR YOU TO DREAM UP A SNAPPY **REJOINDER**, I MIGHT AS WELL START WHERE WE LEFT OFF **LAST TIME!**

JUST HOLD THAT POSE, SWEETIE!



SO! YOU THOUGHT I'D BE TOO **SLOW** FOR YOU, HUH?

THAT'S JUST WHAT I **WANTED** YOU TO THINK!

~UNNNHHH!~

OH, BRO-THER! DID I EVER JUST ASK FOR THAT!

GOTTA DO A **BACK-FLIP**, FAST... SO I'LL LAND A FEW FEET AWAY FROM HIM!



YOU TIRED ME OUT WITH YOUR **SPEED** AND YOUR **TRICKS** LAST TIME WE FOUGHT, BUT IT WON'T WORK **THIS TIME!**

I KNOW HOW TO **HANDLE** YOU NOW!

THAT'S IT, LEAD-HEAD --KEEP TALKING-- THE **BELLS** OUGHTTA STOP IN ANOTHER FEW SECONDS!

WHATEVER YOU DO, SPIDEY--DON'T LEAD WITH YOUR **BIG, BRAINLESS HEAD** AGAIN!



AND NOW--I'LL FINISH YOU OFF THE WAY I SHOULD'A DONE **LAST TIME!**

STOMP!

WANNA BET?



THERE! THIS'LL EVEN THE SCORE AGAIN!

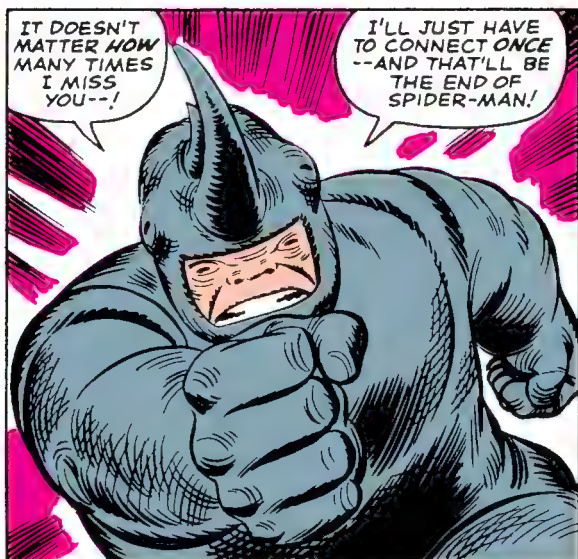
FOR ALL YOUR **POWER**, YOU STILL CAN'T CHANGE DIRECTION **FAST ENOUGH!**

I'VE JUST GOTTA BE SURE THAT I CAN!



UH OH--THAT'S NOT SO GOOD!

HE'S GETTING RIGHT UP AGAIN! IF THERE'S ANY WAY TO HURT HIM, IT'S NOT BY WHUMPIN' HIS HEAD!--THAT'S FOR SURE!



IT DOESN'T MATTER HOW MANY TIMES I MISS YOU--!

I'LL JUST HAVE TO CONNECT ONCE --AND THAT'LL BE THE END OF SPIDER-MAN!



I CAN'T UNDERSTAND WHY EVERYONE WANTS TO END MY CAPRICIOUS CAREER!

I ALWAYS THOUGHT OF MYSELF AS THE MOST LOVEABLE LITTLE HERO IN TOWN!

ANYWAY, HERE'S SOMETHING TO KEEP YOU OUT OF DRAFTS IF IT GETS CHILLY!



TAUNT ME ALL YOU WANT TO! YOUR LUCK WILL RUN OUT SOONER OR LATER!

ARE YOU KIDDIN'?

I'M THE ORIGINAL HARD-LUCK HARRY--

THEY MUST HAVE BROKEN EVERY MIRROR IN TOWN WHEN I WAS BORN!



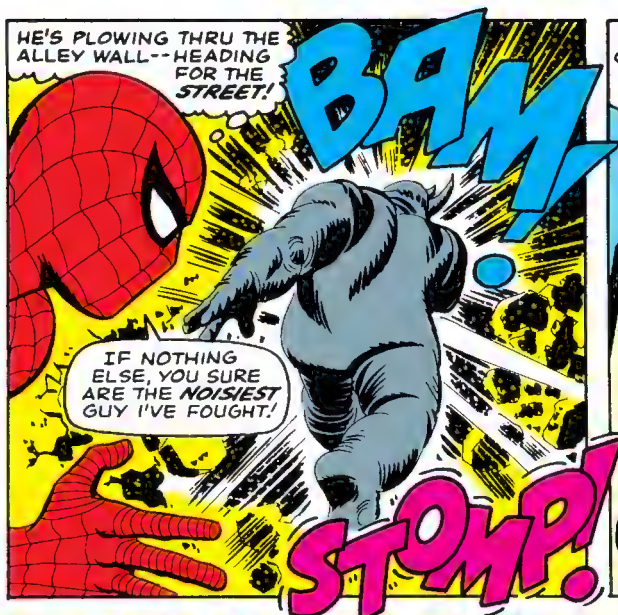
I WON'T PLAY IT YOUR WAY ANY LONGER!

INSTEAD OF VAINLY ATTACKING YOU, I'LL FORCE YOU TO COME AFTER ME!

GONNA PLAY HARD TO GET, EH?

I DON'T LIKE THE SOUND OF THAT! WONDER WHAT HE'S UP TO NOW?

BTOOM!



HE'S PLOWING THRU THE ALLEY WALL--HEADING FOR THE STREET!

BAM!

IF NOTHING ELSE, YOU SURE ARE THE NOISIEST GUY I'VE FOUGHT!

STOMP!

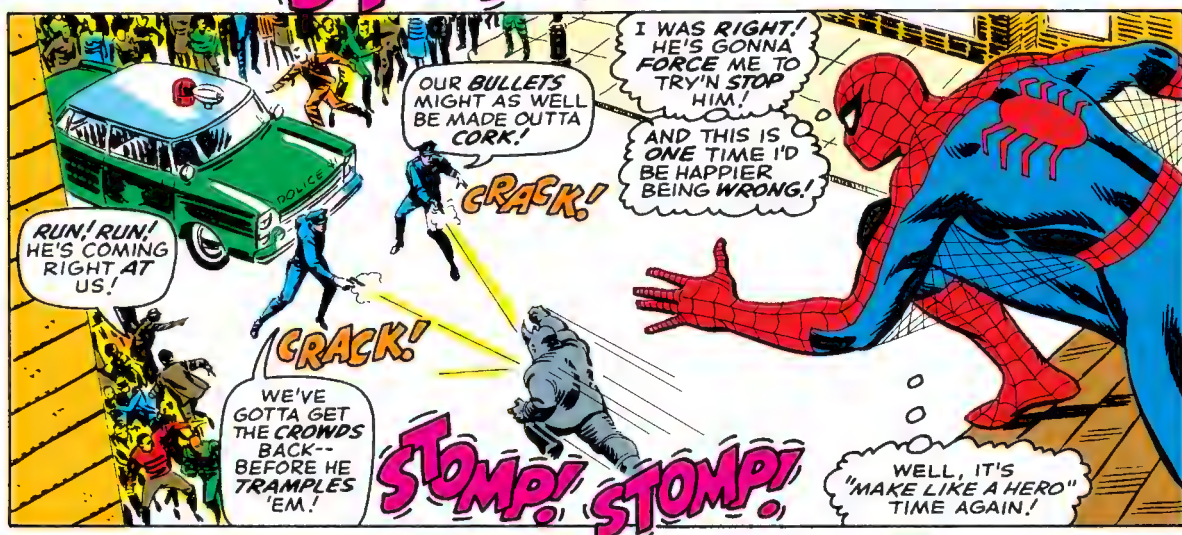


I THINK I CAN GUESS WHAT HE'S UP TO!

THE STREET OUTSIDE IS A HOLLYWOOD EXTRA'S PARADISE!

IT'S JAM-PACKED WITH RUBBER-NECKING INNOCENT BYSTANDERS!

AND THAT'S WHERE THE RHINO'S HEAD-ING!



RUN! RUN! HE'S COMING RIGHT AT US!

OUR BULLETS MIGHT AS WELL BE MADE OUTTA CORK!

I WAS RIGHT! HE'S GONNA FORCE ME TO TRY'N STOP HIM!

AND THIS IS ONE TIME I'D BE HAPPIER BEING WRONG!

CRACK!

WE'VE GOTTA GET THE CROWDS BACK--BEFORE HE TRAMPLES 'EM!

STOMP! STOMP!

WELL, IT'S "MAKE LIKE A HERO" TIME AGAIN!



AND, RIGHT IN THE CENTER OF THE CROWD--WHERE THE ACTION IS--WE FIND--

SPIDER-MAN! HOPE PARKER SHOWS UP TO GET SOME PIX OF HIM!

IT'S SPIDEY! OH, ISN'T HE THE DREAMIEST!

LOOK! HE'S LEAPING--RIGHT TOWARDS THE RHINO!

PETEY BETTER GET BACK BEFORE HE MISSES ALL THE FUN!

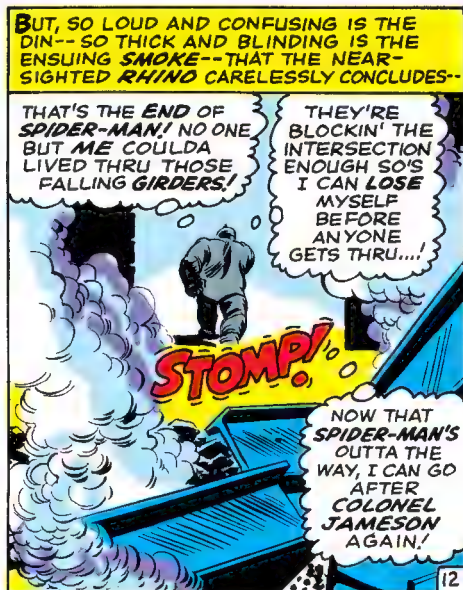
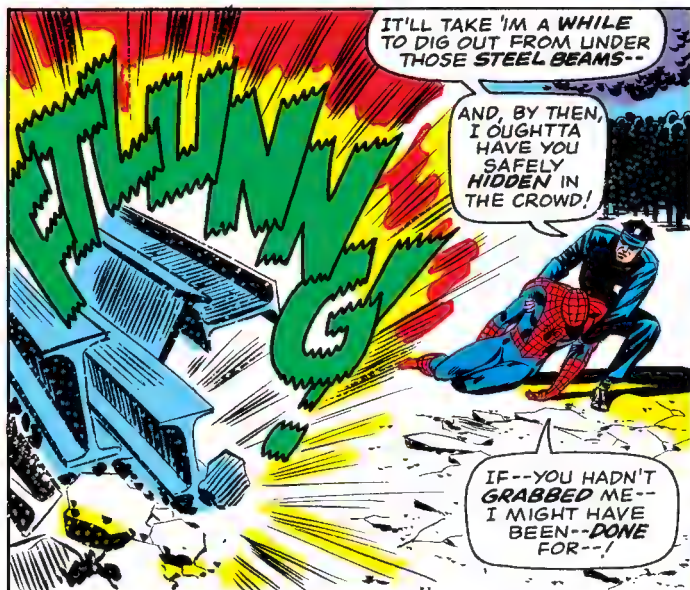
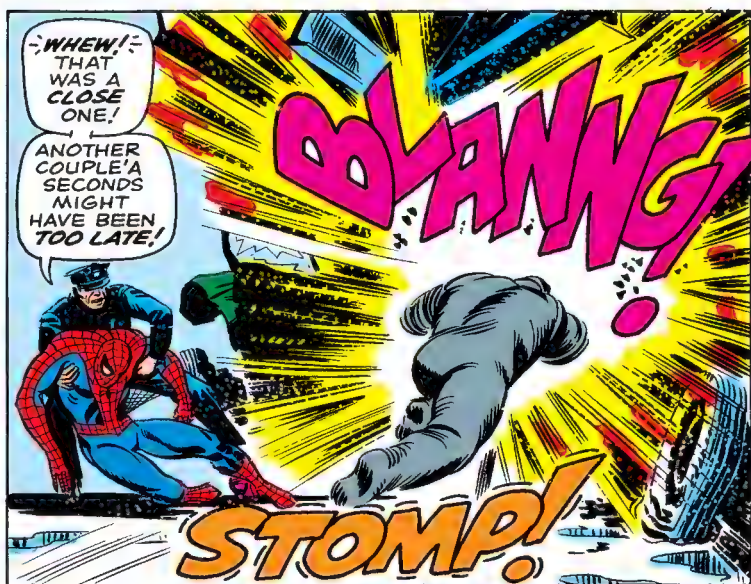


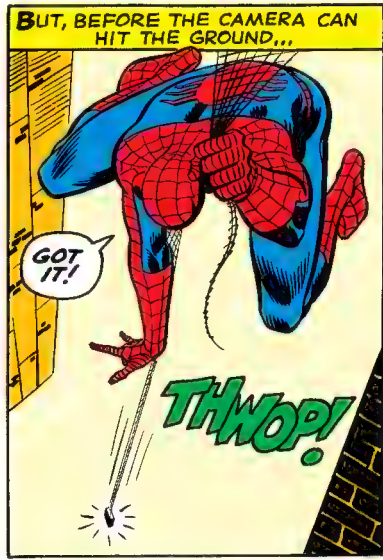
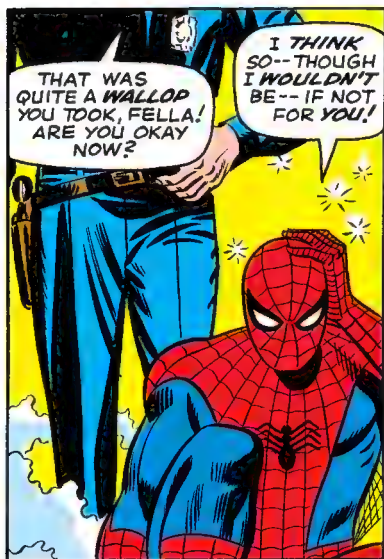
YOUR GUNS WON'T STOP HIM, FELLAS! BETTER CONCENTRATE ON KEEPING THE CROWDS BACK!

YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER WILL TRY TO KEEP RHINEY BUSY!

THWIP!







HI, PETEY! I GUESS YOU DIDN'T GET THOSE **PHOTOS**--I DIDN'T **SEE** YOU DURING ALL THE **EXCITEMENT**!

OH, I **GOT** THEM ALL RIGHT, M.J.!

I RAN INTO A **BUILDING** AND **SNAPPED** THEM FROM A **SECOND FLOOR HALL WINDOW**!

PRETTY **CLEVER**, DAD! BUT, SPEAKING OF **BUILDINGS**, I'D BETTER GET BACK TO **MINE** NOW! SHALL WE **RIDE**, CLYDE?

UH UH! I'LL LEAVE YOU STRANDED HERE **FOREVER**--UNLESS YOU TELL ME YOU'RE **FREE** TOMORROW NIGHT!

I **HAD** PROMISED **ROCK HUDSON**...

--BUT I DON'T WANT HIM TO TAKE ME FOR **GRANTED**!

WELL, THAT'S SHOW BIZ!

AND SO...

SEE YOU **TOMORROW**, PETEY!

YOU **KNOW** IT, DOLL!

BOY! WOULDN'T I LIKE MY OWN **APARTMENT**, THE WAY **MARY JANE** HAS--!

IF ONLY I DIDN'T HAVE **AUNT MAY** TO **CONSIDER**!

vrooom!

A SHORT TIME LATER--AT THE BUGLE--

I'LL HAVE THE **STORY** FOR YOU IN **NO TIME**, J.J. I SAW THE **ENTIRE** THING!

EVEN **WITHOUT** ANY **PHOTOS**, IT'LL BE A **GREAT YARN**!

WHO SAYS **WITHOUT** ANY **PHOTOS**?

CLICK CLACK

WOULDJA BELIEVE--A **WHOLE FISTFUL**?

PARKER! YOU FINALLY HIT THE **JACKPOT**!!

HEY! WHAT'S **THIS**? SPIDER-MAN BEING **SAVED**--BY AN **ORDINARY COP** ON THE **BEAT**!

IT'S **BEAUTIFUL**! IT PROVES THAT **WEB-SLINGIN'** WEASEL ISN'T **HALF** AS **GOOD** AS HE'S **CRACKED UP** TO BE!

YOU'RE GETTIN' A **BONUS** FOR THIS, KID!

GREAT! I CAN **USE** THE **MONEY**!

MONEY! WHO SAID **MONEY**?

FOSWELL! GET 'IM HIS OWN KEY TO THE **WASHROOM**!

HELLO! THIS IS **JAMESON**! RIP OUT THE **FRONT PAGE**! **RE-SET** FOR **MORE PHOTOS**! WE'RE **PRINTING** AN **EXTRA EDITION**!

PUT HIS **INITIALS** ON IT!

NOW CALL THE **HOSPITAL** IN **WESTCHESTER** THAT MY **SON'S** BEEN **TRANSFERRED** TO FOR **OBSERVATION**!

YEAH! OF **COURSE** I'LL **WAIT**!

PICK UP YOUR **CHECK** ON THE **WAY OUT**, PARKER!

SO--THE **COLONEL'S** BEEN **TRANSFERRED** TO A **WESTCHESTER HOSPITAL**!

AND THE **RHINO** IS STILL ON THE **LOOSE**!

YES, MR. **JAMESON**, YOUR **SON** IS DOING **FINE**!

OUR TESTS HAVE **RE-VEALED** ABSOLUTELY **NO AFTER-EFFECTS** FROM THE **STRANGE SPORES** HE **PICKED UP** ON HIS **SPACE WALK**!

HE'LL PROBABLY BE **BACK ON ACTIVE DUTY** WITHIN A **WEEK**!

DON'T **WORRY**, SIR--THE **GOVERNMENT** IS **PAYING** HIS **MEDICAL EXPENSES**!

YES! OF **COURSE** I'M **SURE**!

GOOD OL' **DAD**! HE'S AS **TIGHT-FISTED** AS **EVER**!

HE MAKES **JACK BENNY** SEEM LIKE A **COMPULSIVE SPENDER**!

I DON'T **LIKE** IT! I **STILL** THINK **COLONEL JAMESON** MAY BE IN **ANGER**!

WHAT IF THE **RHINO** IS **STILL AFTER** HIM--AND **EVERYONE'S GUARD** IS **DOWN**?

I'VE GOTTA **CHANGE** TO **SPIDEY** AGAIN--AND **PAY** A **LITTLE VISIT**!

I JUST **HOPE** I'LL BE IN **TIME**!

MINUTES LATER, AT THE LAB OF FAMOUS RESEARCH SCIENTIST DR. CURTIS CONNORS (WHOM OLD-TIME SPIDOPHILES ALSO KNOW AS... THE LIZARD...)

I HATE TO BOTHER YOU, DOC-- BUT I CAN SURE USE SOME HELP!

SPIDER-MAN! HOW CAN SOMEONE TO WHOM I OWE MY LIFE BE A BOTHER?



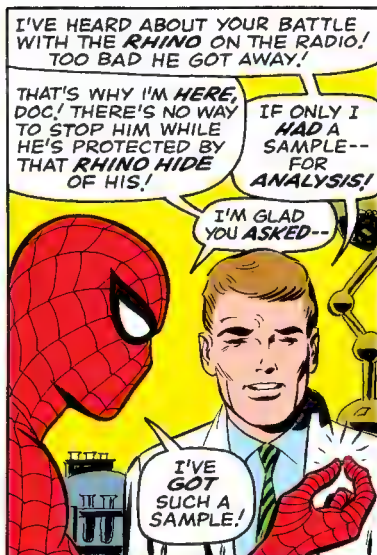
I'VE HEARD ABOUT YOUR BATTLE WITH THE RHINO ON THE RADIO! TOO BAD HE GOT AWAY!

THAT'S WHY I'M HERE, DOC! THERE'S NO WAY TO STOP HIM WHILE HE'S PROTECTED BY THAT RHINO HIDE OF HIS!

IF ONLY I HAD A SAMPLE-- FOR ANALYSIS!

I'M GLAD YOU ASKED--

I'VE GOT SUCH A SAMPLE!



THEN WHAT ARE WE WAITING FOR? I'LL START ANALYZING IT IMMEDIATELY!

WHILE YOU SET UP YOUR APPARATUS, I HAVE A PRIVATE PHONE CALL TO MAKE--!

YOU CAN USE THE PHONE RIGHT IN THE NEXT ROOM!

IT'LL JUST TAKE A MINUTE!



I JUST REMEMBERED-- I DON'T WANT AUNT MAY WORRYING ABOUT WHERE I AM!

THIS IS PETER! DON'T WAIT UP FOR ME-- I HAVE TO GO-- DO SOME STUDYING AT A FRIEND'S HOUSE!

SURE, I'M OKAY! SEE YOU IN THE MORNING, AUNT MAY!



MINUTES LATER--

IT'S ALWAYS AMAZED ME HOW A MASKED CRIME-FIGHTER LIKE YOURSELF CAN ALSO BE SUCH A CAPABLE SCIENTIFIC LAB MAN!

SCIENCE WAS ALWAYS MY FIRST LOVE, DOC! AND, IF EVER THERE'S A SLUMP IN SUPER-HEROING, I'LL HAVE SOMETHING TO FALL BACK ON!



AFTER ALL, I DON'T KNOW HOW MUCH FUTURE THERE IS IN SPENDING YOUR LIFE UNDER A SPIDER-MAN MASK!

WHAT'S WRONG, DOC? YOU'RE NOT WITH IT!

I WAS JUST THINKING-- PERHAPS THE LIZARD COULD DEFEAT THE RHINO!

TOO DANGEROUS! YOU ALMOST REMAINED THE LIZARD LAST TIME! I CAN'T LET YOU RISK IT!

THEN IT'S BACK TO THE TEST-TUBES!



FINALLY...

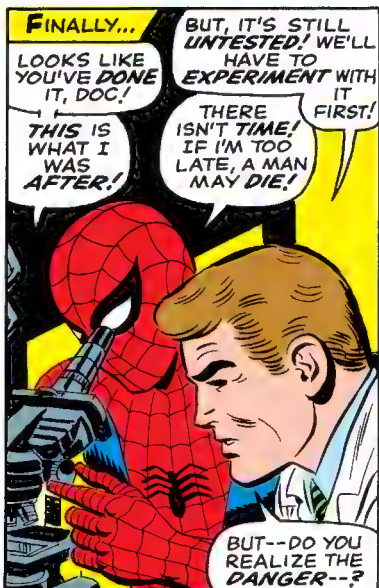
LOOKS LIKE YOU'VE DONE IT, DOC!

THIS IS WHAT I WAS AFTER!

BUT, IT'S STILL UNTESTED! WE'LL HAVE TO EXPERIMENT WITH IT FIRST!

THERE ISN'T TIME! IF I'M TOO LATE, A MAN MAY DIE!

BUT--DO YOU REALIZE THE DANGER--?



IF I EVER LET DANGER STOP ME, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN WOULD BE OUT OF BUSINESS BY NOW!

ARE YOU SURE YOU DON'T WANT ME TO GO WITH YOU?

YOU'VE A WIFE AND A SON, DOC! WHY RISK IT?

BESIDES, YOU'RE ONE OF THE ONLY FRIENDS SPIDEY HAS! I CAN'T AFFORD TO LOSE YOU!



HE STILL DOESN'T REALIZE THAT WHEN HE TURNED INTO THE LIZARD, HE WAS ONE OF THE DEADLIEST FOES I EVER FOUGHT!

I SURE DON'T NEED THAT AGAIN!

GOOD LUCK!

LEAVE A BUNSEN BURNER FLAMING IN THE WINDOW FOR ME, DOC!



THIRTY MINUTES LATER--

LUCKY THERE WASN'T MUCH TRAFFIC AT THIS HOUR! IT LOOKS LIKE I GOT HERE IN TIME! EVERYTHING'S QUIET-- SO FAR!

BUT, I'D BETTER STICK AROUND FOR THE REST OF THE EVENING-- JUST IN CASE!

AND I'M ONE GUY WHO MEANS IT WHEN HE SAYS "STICK AROUND!"

MAYBE I'M JUST A PROFESSIONAL WORRIER! NO ONE ELSE SEEMS TO BE EXPECTING THE RHINO!

BUT I KEEP THINKING IF HE WANTED TO CAPTURE THE COLONEL BEFORE, THEN HE STILL MAY WANT TO!

UH OH! MY SPIDER SENSE IS TINGLING!

AND, NO WONDER--!

KHBOOM!

THE RHINO!!

BUT-- HOW?? WHY??

HOLD IT, YOU FOOL! JAMESON'S NO USE TO YOU! THE SPORES HAVE VANISHED! HE'S NORMAL AGAIN!

KRAKK!

CAN'T REASON WITH HIM! CAN'T--

-UHHH--!-

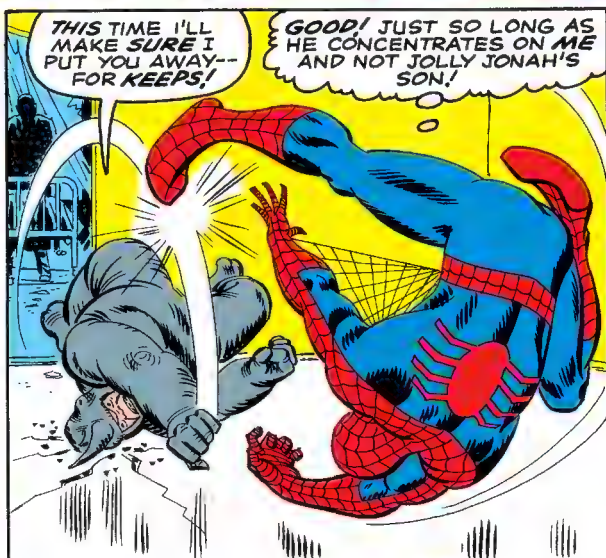
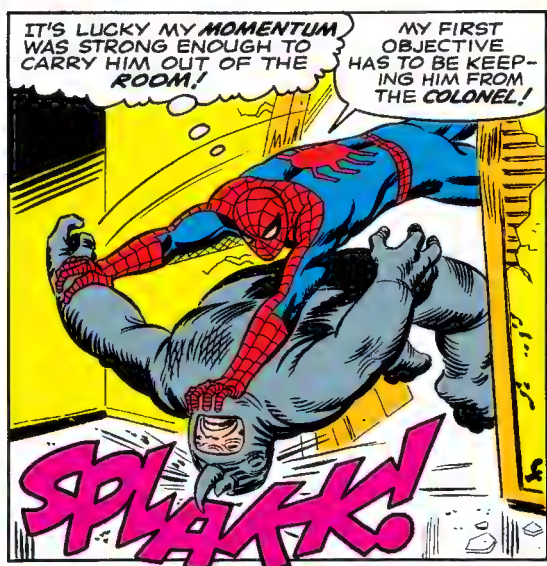
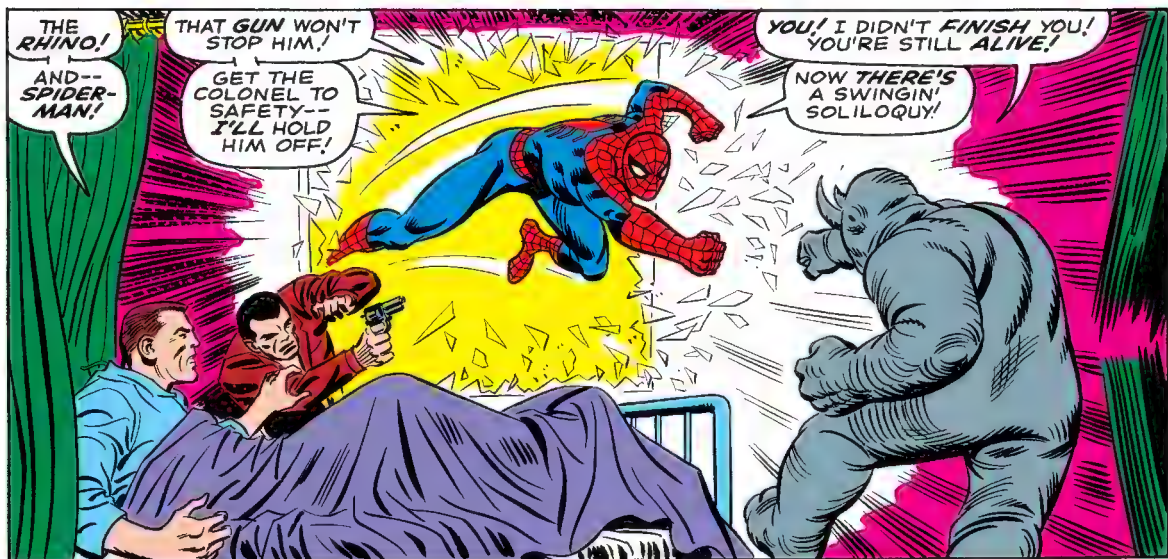
STOMP!

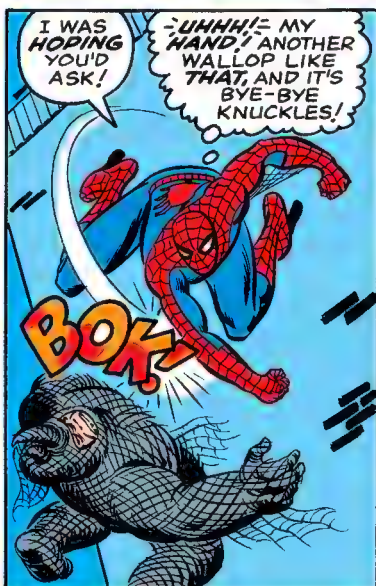
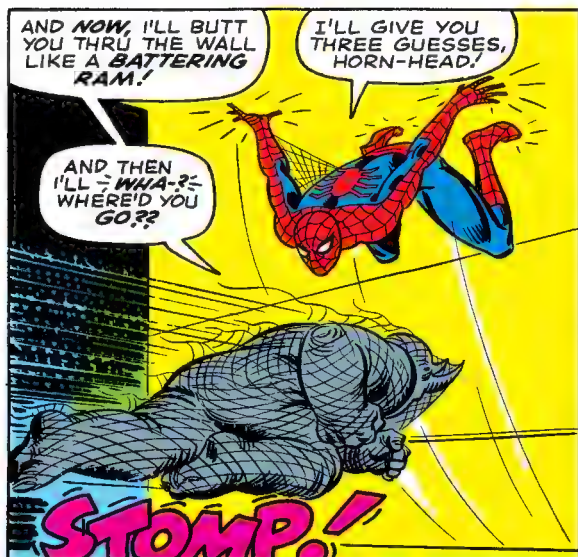
IT'S HIM!

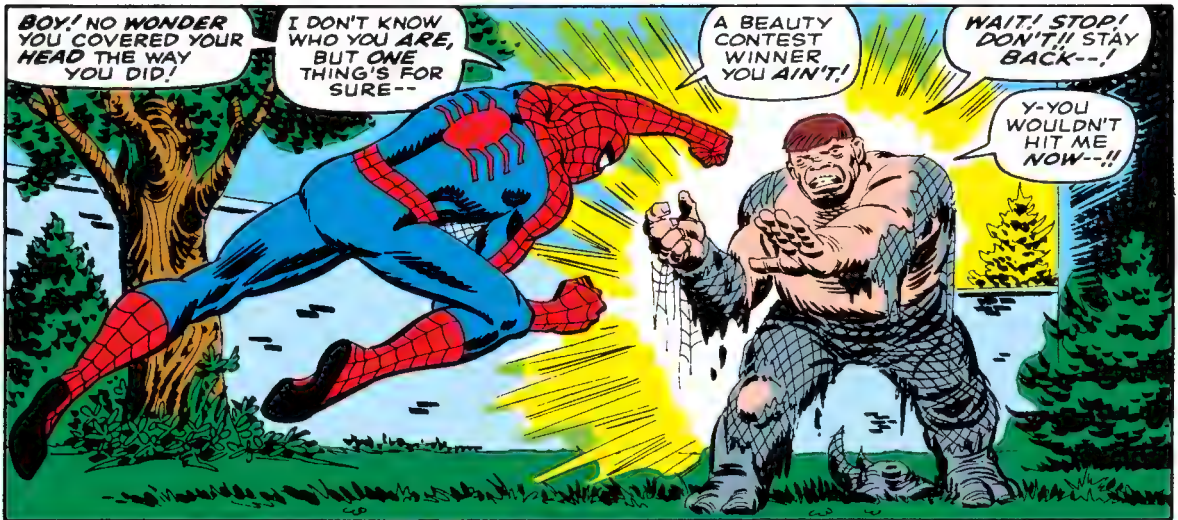
HE GOT PAST THE GUARD IN THE HALL-- AND THE ONE IN THE ROOM WON'T BE ABLE TO STOP HIM!

SO, IT'S UP TO MY FAVORITE WALL-CRAWLIN' WONDER AGAIN!

AND, IF DOC CONNORS AND I GOOFED ON OUR GIZMO, THE WORLD MAY BE SPIDEYLESS AFTER TONIGHT!







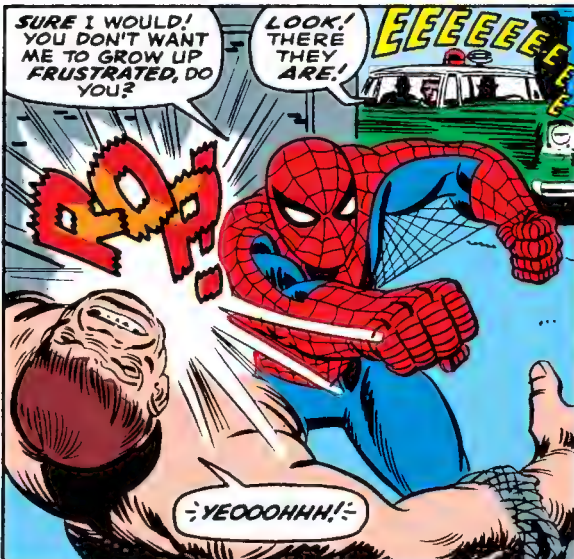
BOY! NO WONDER YOU COVERED YOUR HEAD THE WAY YOU DID!

I DON'T KNOW WHO YOU ARE, BUT ONE THING'S FOR SURE--

A BEAUTY CONTEST WINNER YOU AIN'T!

WAIT! STOP! DON'T!! STAY BACK--!

Y-YOU WOULDN'T HIT ME NOW--!!



SURE I WOULD! YOU DON'T WANT ME TO GROW UP FRUSTRATED, DO YOU?

LOOK! THERE THEY ARE!

EEEEEE

POW!

YEEOOHHH!!



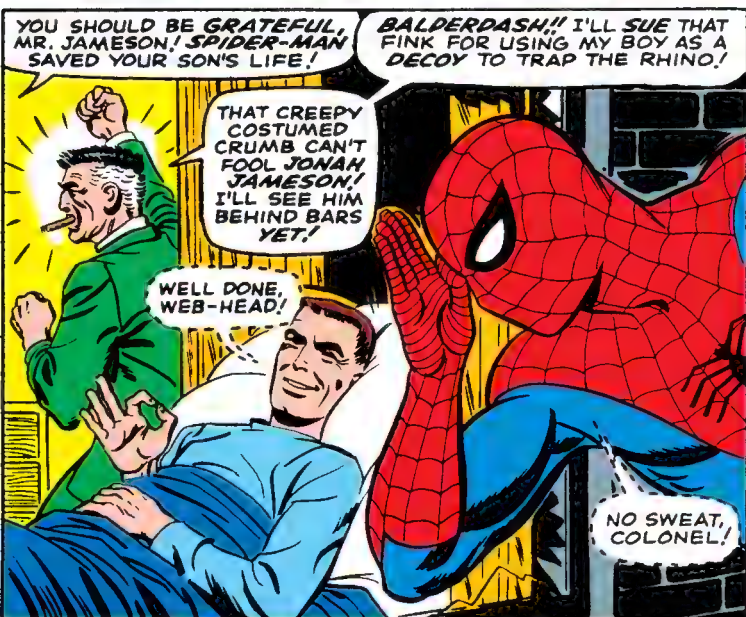
MY SON! WHERE IS MY SON??

TAKE IT EASY, J.J.! THE COLONEL'S OKAY!

LOOK! HE'S FINALLY SHEDDED HIS RHINO HIDE!

WE WON'T HAVE ANY TROUBLE KEEPING HIM LOCKED UP NOW!

LAST ONE TO REACH HIM'S A ROTTEN EGG!



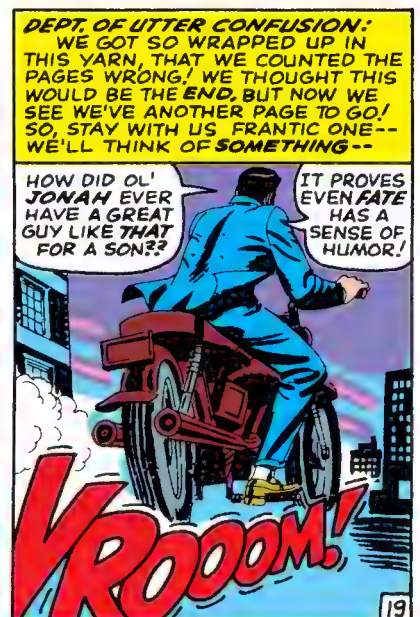
YOU SHOULD BE GRATEFUL, MR. JAMESON! SPIDER-MAN SAVED YOUR SON'S LIFE!

BALDERDASH!! I'LL SUE THAT FINK FOR USING MY BOY AS A DECOY TO TRAP THE RHINO!

THAT CREEPY COSTUMED CRUMB CAN'T FOOL JONAH JAMESON! I'LL SEE HIM BEHIND BARS YET!

WELL DONE, WEB-HEAD!

NO SWEAT, COLONEL!

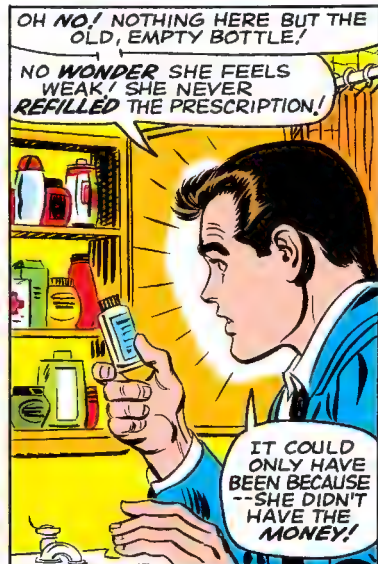
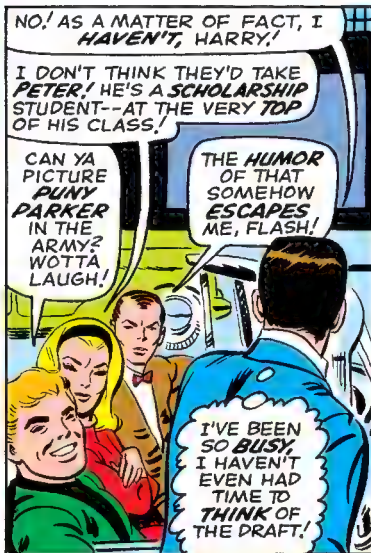


DEPT. OF UTTER CONFUSION: WE GOT SO WRAPPED UP IN THIS YARN, THAT WE COUNTED THE PAGES WRONG! WE THOUGHT THIS WOULD BE THE END, BUT NOW WE SEE WE'VE ANOTHER PAGE TO GO! SO, STAY WITH US FRANTIC ONE-- WE'LL THINK OF SOMETHING--

HOW DID OL' JONAH EVER HAVE A GREAT GUY LIKE THAT FOR A SON??

IT PROVES EVEN FATE HAS A SENSE OF HUMOR!

VROOOM!



SPIDER-MAN
SPECIAL

72
BIG
PAGES

MARVEL
COMICS
GROUP

25¢
IND.

3
NOV

KING-SIZE SPECIAL!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

the AMAZING SPIDER-MAN

ALL
NEW

SPIDEY
FACES
THE
MIGHTY
AVENGERS!
AND
THE
INCREDIBLE
HULK!
'NUFF SAID!

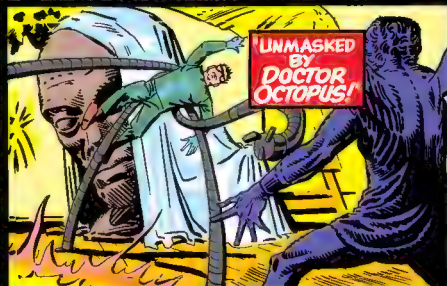


PLUS...
THE MOST ACTION-PACKED
OF ALL THE DOC OCK EPISODES!
BOTH IN ONE BOOK FOR THE
FIRST TIME! --- SEE WHY
DOCTOR OCTOPUS
HAS BEEN CALLED THE
GREATEST VILLAIN OF ALL!

RETURN OF
DOCTOR
OCTOPUS!



UNMASKED
BY
DOCTOR
OCTOPUS!



THE AMAZING SPIDER-MAN!

"...TO BECOME AN AVENGER!"

GUEST-
STARRING:
THE
INCREDIBLE
HULK

AT AN EXTRAORDINARY
EXECUTIVE SESSION
OF THE MIGHTY AVENGERS,
WE FIND--

WE'VE STUDIED THAT PHOTO OF
SPIDER-MAN LONG ENOUGH!
IT'S TIME TO DECIDE WHETHER
TO OFFER HIM AVENGERS
MEMBERSHIP!

I VOTE YES!
WHAT'S THE
SENSE OF
WASTIN' TIME?
HE'S A REAL
SWINGER, AND
ME, I DIG
HIS STYLE!

BUT, YOU TEND
TO IDENTIFY
WITH HIM,
HAWKEYE,
BECAUSE, HE
TOO, HAS BEEN
WANTED BY
THE LAW!

TO MOST OF US
HE IS STILL A
NAMELESS
ENIGMA!

WE MUST LEARN
WHETHER SPIDER-
MAN CAN TRULY
BE TRUSTED!

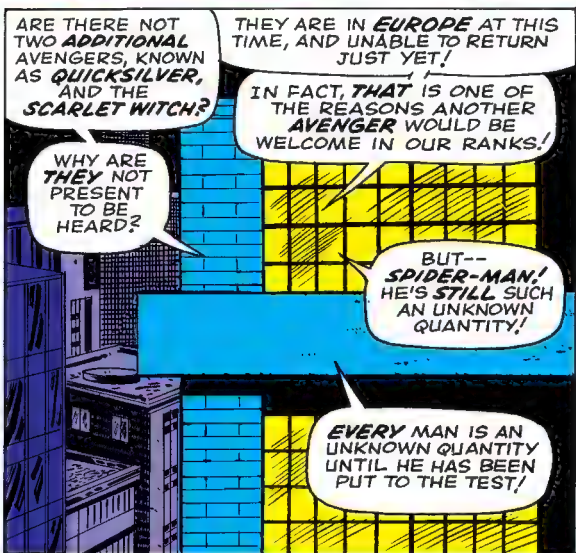
I VOTE NO!
I HATE ANY-
THING TO
DO WITH
SPIDERS!

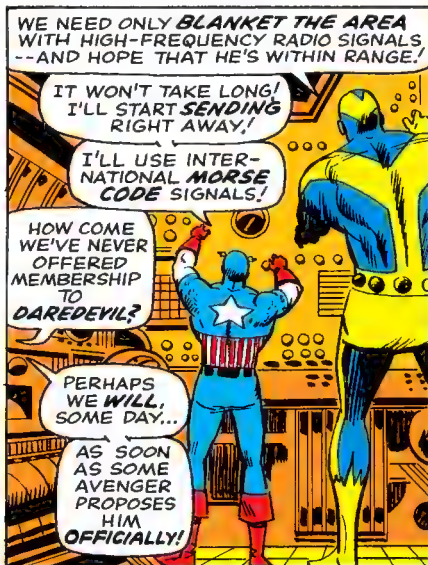
HE MUST BE
CAREFULLY
TESTED! IT'S
THE ONLY
FAIR WAY!

IT'S A MOMENTOUS
DECISION! WE
DARE NOT MAKE
A MISTAKE!

HOW'S
THIS
FOR A
ZINGY
COMBO?

SCRIPT WRITIN' BY SMILIN' STAN LEE
LAYOUTS BY JAZZY JOHNNY ROMITA
PENCILIN' BY DASHIN' DONNIE HECK
INKIN' BY MIRTHFUL MICKEY DEMEO
LETTERIN' BY ADORABLE ARTIE SIMEK





WE NEED ONLY **BLANKET THE AREA** WITH HIGH-FREQUENCY RADIO SIGNALS --AND HOPE THAT HE'S WITHIN RANGE!

IT WON'T TAKE LONG! I'LL START **SENDING** RIGHT AWAY!

I'LL USE **INTER-NATIONAL MORSE CODE** SIGNALS!

HOW COME WE'VE NEVER OFFERED **MEMBERSHIP** TO **DAREDEVIL**?

PERHAPS WE **WILL**, SOME DAY...

AS SOON AS SOME **AVENGER** PROPOSES HIM **OFFICIALLY**!

A SHORT TIME LATER, AS THE **FAMOUS MAN WITHOUT FEAR** PATROLS THE CITY'S ROOFTOPS--

POWERFUL RADIO WAVES --FILLING THE AIR! IT'S A **SIGNAL--TO ME--FROM THE AVENGERS!**

WHATEVER THEY WANT--MUST BE **IMPORTANT!**



THUS, MOMENTS LATER...

MY **MIGHTY AVENGERS!** MY **CURIOSITY** WOULDN'T LET ME IGNORE YOUR **SUMMONS!**

WE **APPRECIATE** YOUR **COMING!**

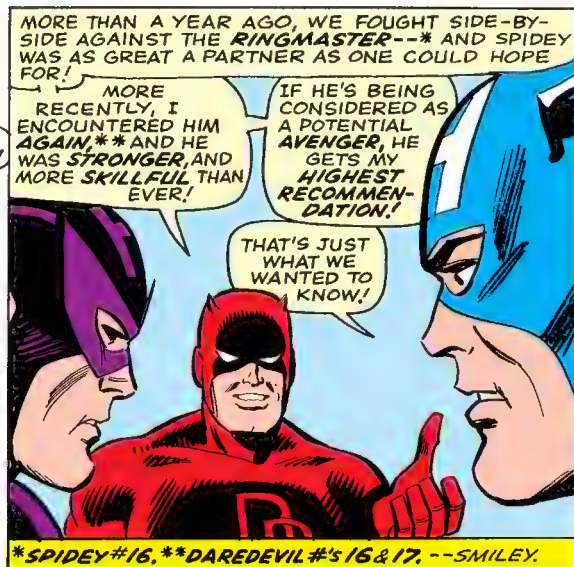
TO PUT IT FRANKLY, **DAREDEVIL--** WHAT WE'RE AFTER IS **INFORMATION--**

YEAH! ABOUT **SPIDER-MAN!**

WE HAVE A **REQUEST** TO MAKE--

ENTER--AND BE **HEARD!**

MMMMM! I HOPE HE'S A **SLOW TALKER!**



MORE THAN A YEAR AGO, WE FOUGHT SIDE-BY-SIDE AGAINST THE **RINGMASTER--*** AND SPIDEY WAS AS GREAT A PARTNER AS ONE COULD HOPE FOR!

MORE RECENTLY, I ENCOUNTERED HIM AGAIN,** AND HE WAS **STRONGER**, AND MORE **SKILLFUL** THAN EVER!

IF HE'S BEING CONSIDERED AS A **POTENTIAL AVENGER**, HE GETS MY **HIGHEST RECOMMENDATION!**

THAT'S JUST WHAT WE WANTED TO **KNOW!**

***SPIDEY#16. **DAREDEVIL #s 16 & 17. --SMILEY.**



THEN, AFTER THE SIGHTLESS **ADVENTURER** HAS DEPARTED...

I VOTE THAT **SPIDER-MAN** QUALIFIES TO BE TESTED FOR **MEMBERSHIP** IN THE **AVENGERS!**

I WON'T LET MY **NATURAL WASP'S** AVERSION TO SPIDERS PREJUDICE ME! I VOTE **YES**, ALSO!

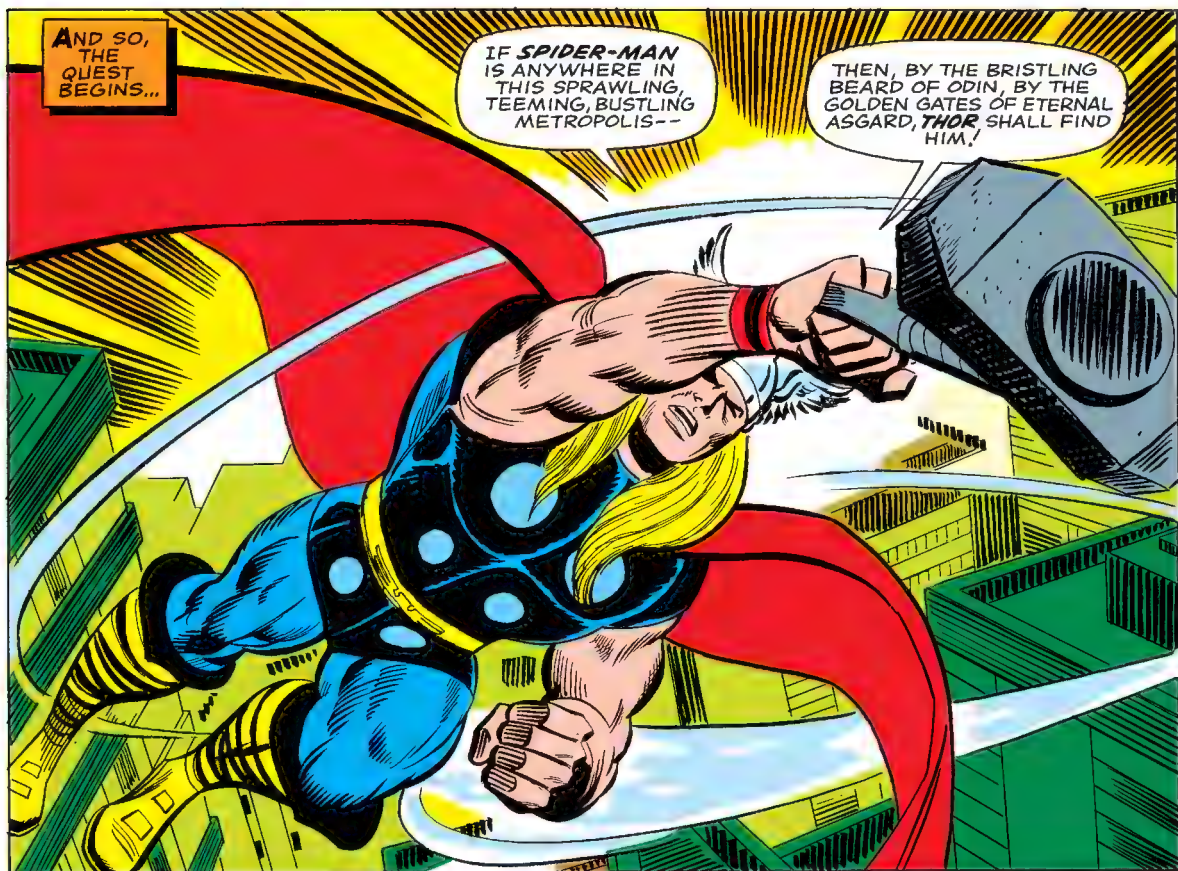
I'M **PROUD** OF YOU, HONEY! SPIDEY GETS **GOLIATH'S** VOTE, TOO!

AND SO SAYS THE **GOD OF THUNDER!**

GOOD! THEN I'LL MAKE IT **UNANIMOUS!**

BIG DEAL! I TOLDJA THAT A HALF HOUR AGO!

NOW, ALL WE HAVE TO DO IS **FIND HIM!**



AND SO,
THE
QUEST
BEGINS...

IF **SPIDER-MAN**
IS ANYWHERE IN
THIS SPRAWLING,
TEEMING, BUSTLING
METROPOLIS--

THEN, BY THE BRISTLING
BEARD OF ODIN, BY THE
GOLDEN GATES OF ETERNAL
ASGARD, **THOR** SHALL FIND
HIM!

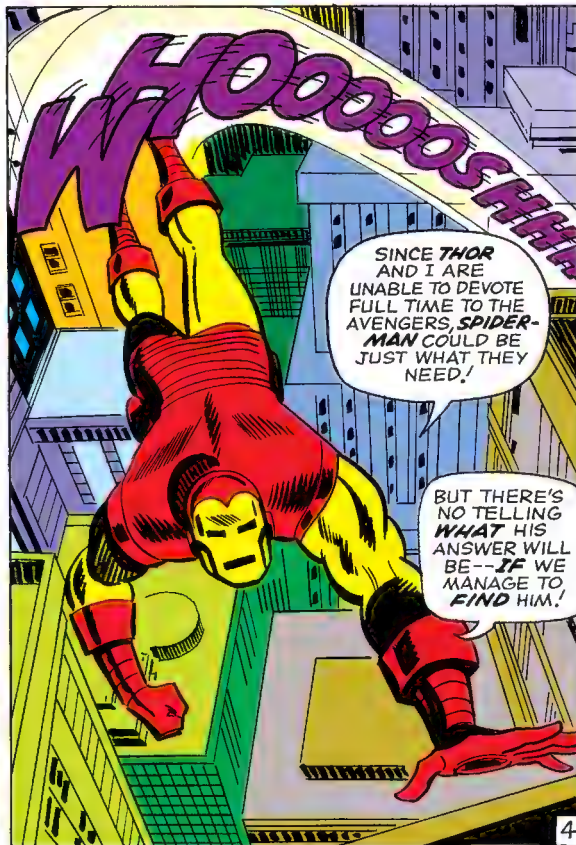
OTHERS, TOO, TAKE UP THE SEARCH FOR SPIDER-MAN--THOUGH NOT NECESSARILY WITH THE SAME GRANDILOQUENCE AS THE GOD OF THUNDER--



CAP WAS **RIGHT!** I
GUESS I **DO** KINDA
IDENTIFY WITH THAT
MASKED WEB-
SLINGER!

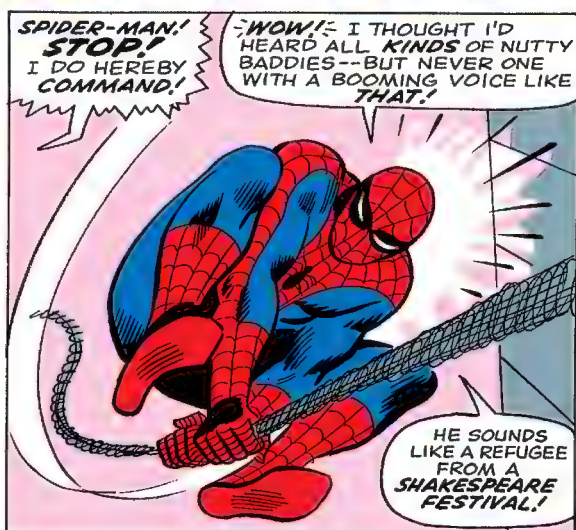
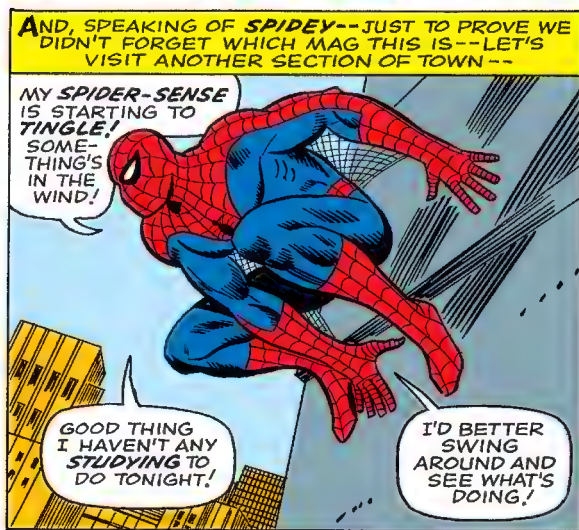
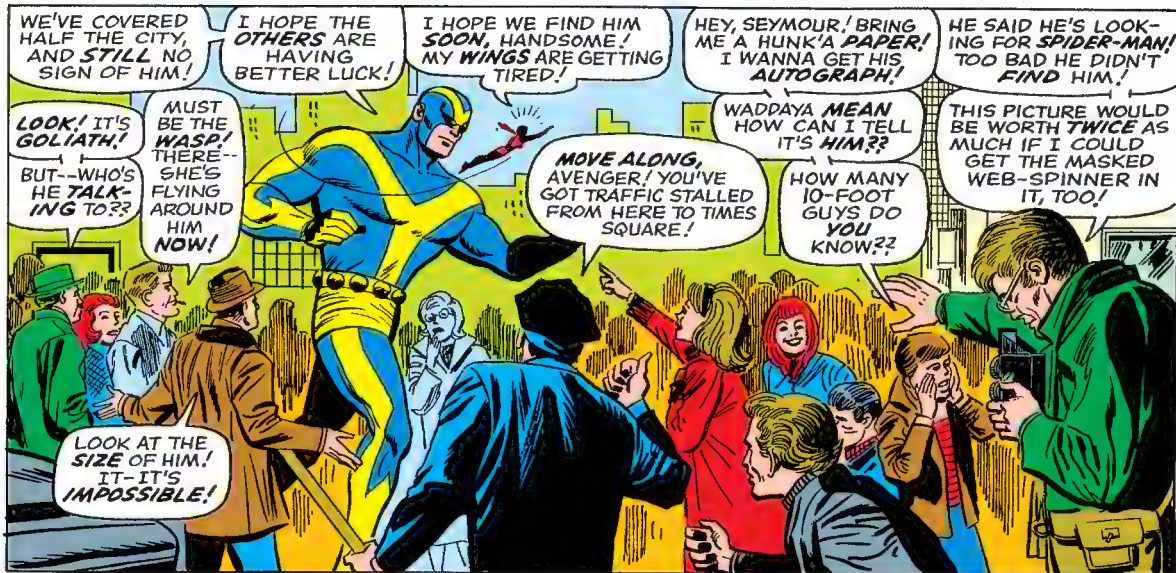
HE'S ALWAYS IN
TROUBLE WITH
THE POLICE--OR
SOMEONE--JUST
THE WAY I
USED'TA BE!

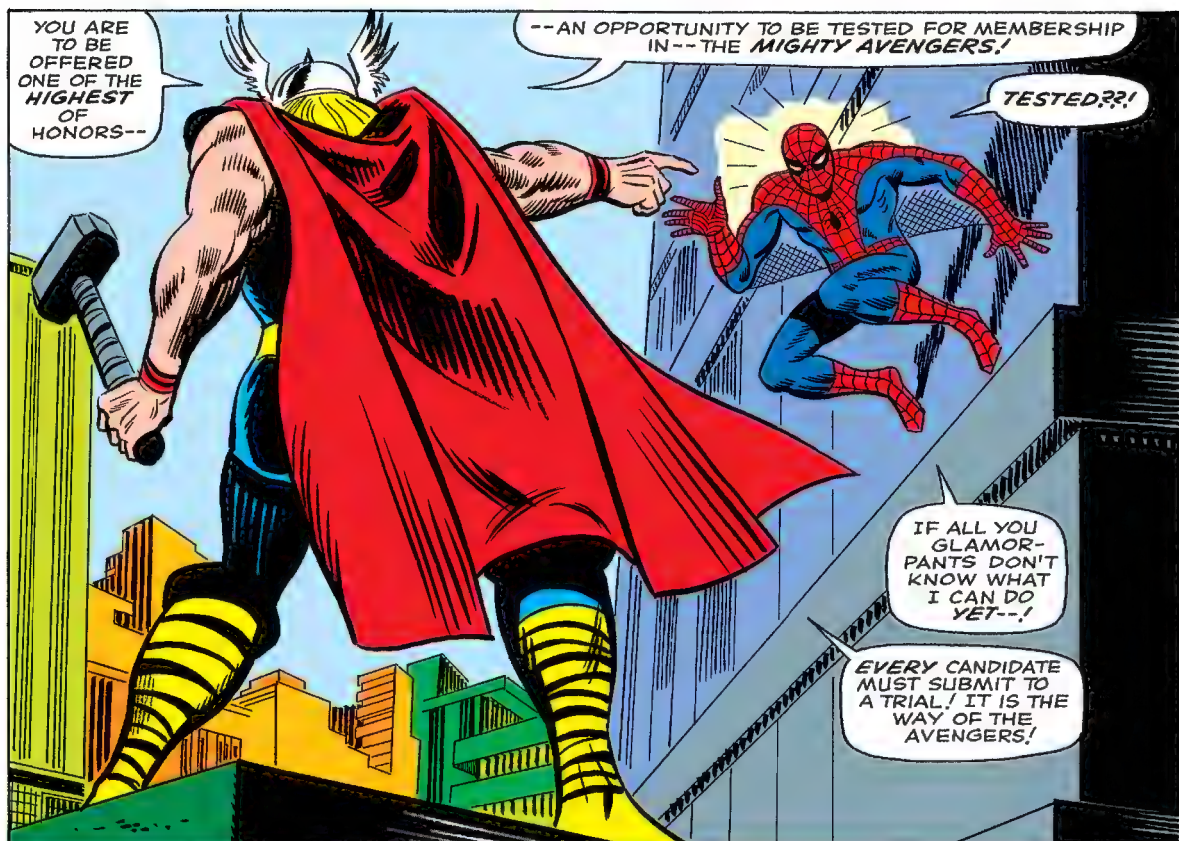
AND YET,
I GET THE
FEELIN'
THAT
SPIDEY'S A
GUY YOU
CAN **TRUST**
WITH YOUR
LAST
SAWBUCK!



SINCE **THOR**
AND I ARE
UNABLE TO DEVOTE
FULL TIME TO THE
AVENGERS, **SPIDER-
MAN** COULD BE
JUST WHAT THEY
NEED!

BUT THERE'S
NO TELLING
WHAT HIS
ANSWER WILL
BE--**IF** WE
MANAGE TO
FIND HIM!





YOU ARE
TO BE
OFFERED
ONE OF THE
HIGHEST
OF
HONORS--

--AN OPPORTUNITY TO BE TESTED FOR MEMBERSHIP
IN-- THE **MIGHTY AVENGERS!**

TESTED??!

IF ALL YOU
GLAMOR-
PANTS DON'T
KNOW WHAT
I CAN DO
YET--!

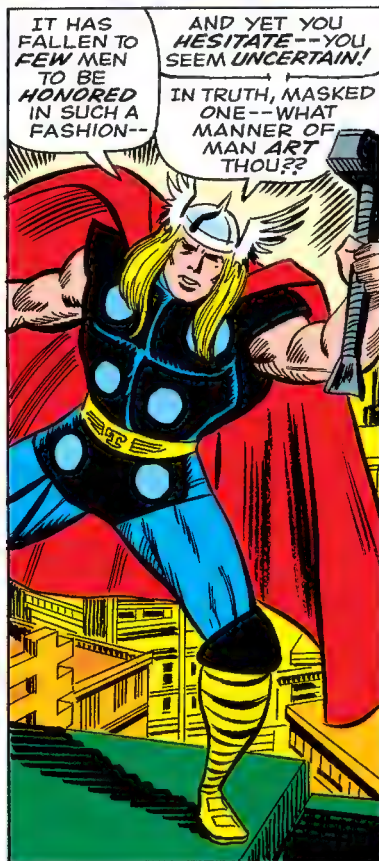
EVERY CANDIDATE
MUST SUBMIT TO
A TRIAL! IT IS THE
WAY OF THE
AVENGERS!



BUT, I NEVER SAID I **WANTED**
TO BE AN AVENGER!

I'VE ALWAYS
BEEN A
LONER!--

I'D
BETTER
THINK
ABOUT
IT FOR A
WHILE!



IT HAS
FALLEN TO
FEW MEN
TO BE
HONORED
IN SUCH A
FASHION--

AND YET YOU
HESITATE--YOU
SEEM **UNCERTAIN!**

IN TRUTH, MASKED
ONE--WHAT
MANNER OF
MAN ART
THOU??

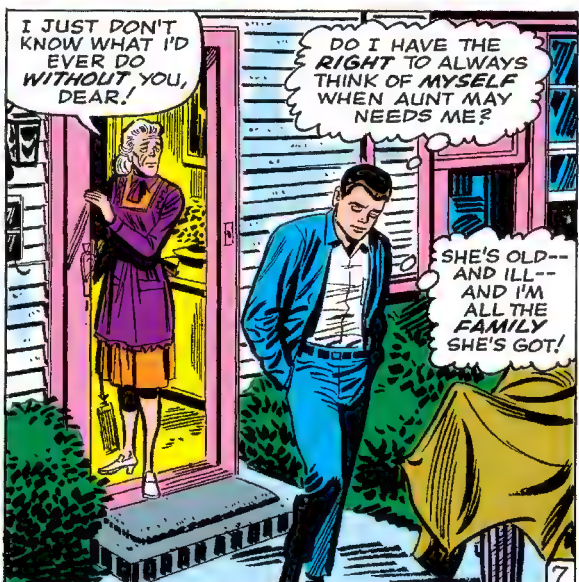
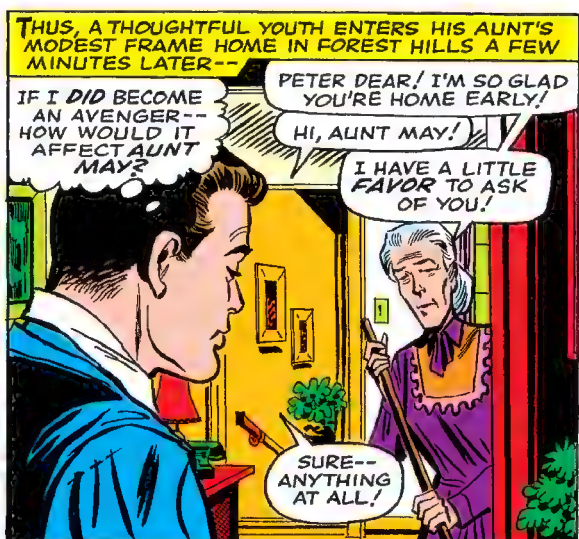
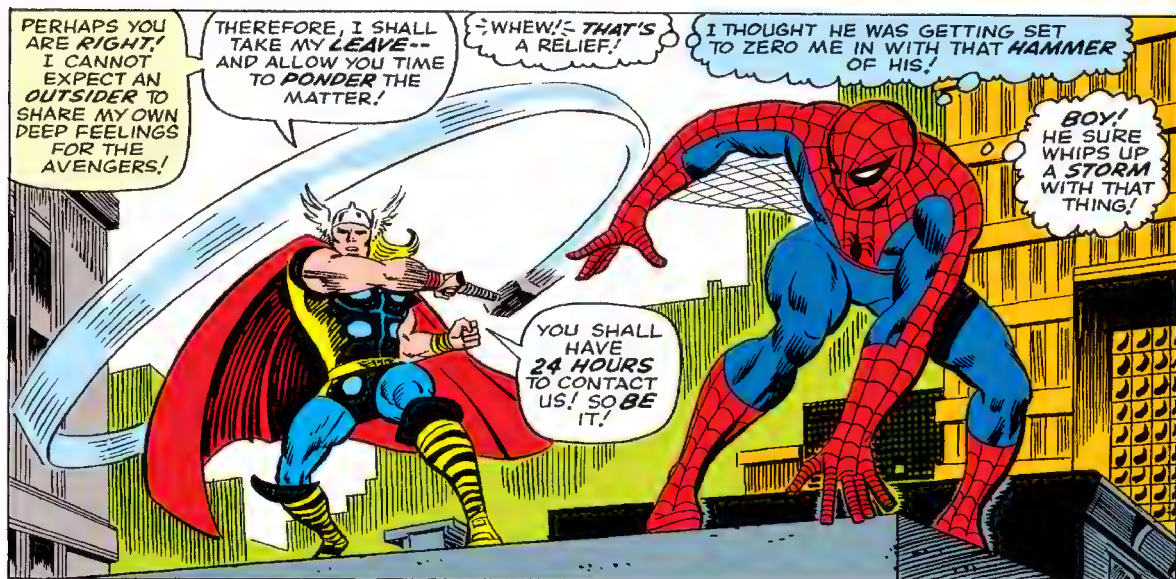


ARE YOU NOT AWARE OF THE
OBLIGATION A SUPER-
POWERED BEING HAS TO
LESSER MORTALS!

ARE YOU NOT FAMILIAR WITH
THE **GLORIOUS RECORD**--THE
NOBLE **ACHIEVEMENTS**--
WHICH ARE THE SHINING
HERITAGE OF EARTH'S **MIGHTIEST
FIGHTING TEAM??**

HEY--TAKE IT
EASY! COME
UP FOR AIR,
HELMET
HEAD!

I FEEL LIKE A
CAPTIVE
AUDIENCE FOR
A LATE SHOW
TV COMMERCIAL!



AND THEN--A SCENE THAT SHALL LIVE FOREVER IN THE HEARTS AND MEMORIES OF SPIDOPHILES EVERYWHERE! THE FIRST OFFICIAL MEETING OF THE MIGHTY AVENGERS--AND YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNER--!

WELCOME, SPIDER-MAN! AS ACTING CHAIRMAN, PRO TEM, FOR THIS MONTHLY SESSION, I GREET YOU IN THE NAME OF THE ASSEMBLED AVENGERS!

AND NOW, I'D LIKE TO INTRODUCE YOU TO THE OTHERS OF OUR TEAM!

IF HE CAN'T RECOGNIZE US BY SIGHT, CAP--THEN HE'S NOT THE MAN WE'RE LOOKING FOR!

NEEDLESS TO SAY, I'M GOLIATH! I WANT TO WISH YOU LUCK ON YOUR TRYOUT WITH US, FELLA--PERSONALLY, I HOPE YOU MAKE IT!

AND I'M SURE THE WASP ECHOES MY SENTIMENTS!

DON'T LAY IT ON TOO THICK, BLUE EYES! SPIDER-MAN WILL NEVER BE MY FAVORITE PERSON-- BUT I'LL RESERVE JUDGEMENT TILL LATER!

THE NAME'S HAWKEYE, MISTER--AND AS FAR AS I'M CONCERNED, YOU'RE A SHOO-IN FOR APPROVAL!

WOW! YOU ALL SURE COME ON STRONG!

QUICKSILVER AND THE SCARLET WITCH COULDN'T BE WITH US TODAY, BUT THAT WON'T AFFECT OUR DECISION--

EVEN WITHOUT THEM WE HAVE A QUORUM, WHICH IS ALL WE NEED FOR OFFICIAL ACTIONS!

I BID YOU WELCOME, SPIDER-MAN!

WE MEET AS STRANGERS--

BUT, 'TIS MY HOPE WE SHALL SOON BECOME FIGHTING ALLIES!





OKAY, I'M READY FOR MY **TEST!** WHO DO I **FIGHT?**

START WITH ME, PAL! I'VE BEEN **HOPIN'** FOR SOME **ACTION** AROUND HERE!

EASY, FELLA! HOLD IT, HAWKEYE!

IT'S NOT THAT KIND OF **TEST!**



WHAT OTHER KIND OF **TEST** IS THERE TO JOIN A **FIGHTING TEAM?**

WE WERE JUST **DISCUSSING** THE SAME THING WHEN YOU **ARRIVED!**

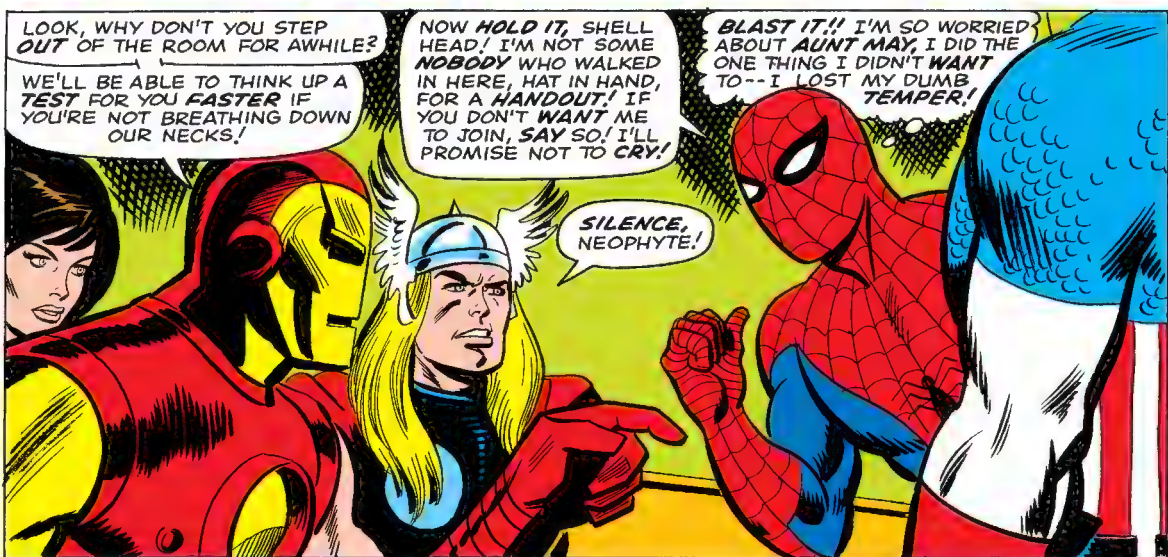
WE HAVEN'T QUITE COME TO A **DECISION OURSELVES** YET!

THAT'S WHAT **HAPPENS** WHEN YOU TRY FOR A **UNANIMOUS DECISION** AMONG **SIX INDEPENDENT THINKERS!**

WELL? **WADDA WE DO NOW?**

OUR **FIRST TASK** IS TO **SELECT THE PROPER TEST!**

I DON'T **LIKE** IT, HANK! **SPIDER-MAN** IS **STARTING** TO **LOOK ANGRY!**



LOOK, WHY DON'T YOU **STEP OUT** OF THE ROOM FOR **AWHILE?**

WE'LL BE ABLE TO **THINK UP** A **TEST** FOR YOU **FASTER** IF YOU'RE NOT **BREATHING DOWN** OUR **NECKS!**

NOW **HOLD IT, SHELL HEAD!** I'M NOT SOME **NOBODY** WHO WALKED IN HERE, **HAT IN HAND**, FOR A **HANDOUT!** IF YOU DON'T **WANT** ME TO **JOIN**, **SAY SO!** I'LL **PROMISE** NOT TO **CRY!**

BLAST IT!! I'M SO **WORRIED** ABOUT **AUNT MAY**, I DID THE ONE THING I **DIDN'T WANT** TO--I **LOST** MY **DUMB TEMPER!**

SILENCE, NEOPHYTE!



I **TOLD** YOU HE **COULDN'T** BE **TRUSTED!**

LOOK HOW **FAST** HE **STARTED** TO **FLARE UP!**

SIMMER DOWN, NOW! SIMMER DOWN!

OH BOY! I **SURE DID** IT THAT **TIME!**

I **BLEW** THE **WHOLE BIT!**

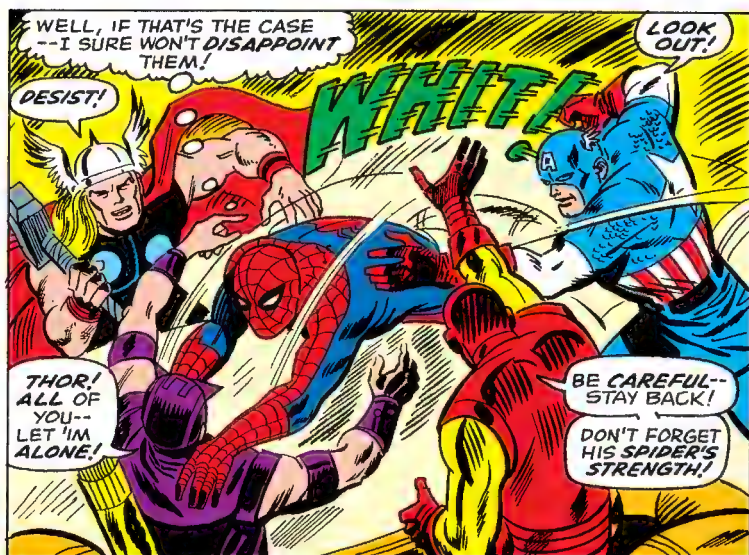


LET ME **EXPLAIN** HOW **IMPORTANT** OUR **TESTS** ARE--!

THEIR **PURPOSE** IS TO **DETERMINE** YOUR **POWER**, YOUR **LOYALTY**, AND YOUR **ABILITY** TO **THINK** ON YOUR **FEET--FAST!**

IT **STILL SOUNDS** **NUTTY!** I'D MAKE AS **GOOD** AN **AVENGER** AS ANY ONE **HERE!**

OH **YEAH!??**







YOU HAVE PROVEN YOUR *COURAGE*... AND YOUR *SPIRIT*! NOW IT IS TIME FOR TALK!

YOU MEAN THE NEXT TEST IS A DEBATE?

DO NOT MOCK ME, NEWCOMER! SUCH ACTION IS MOST UNWISE!

WHILE WE WERE WALTZING AROUND, I THOUGHT OF A TEST FOR HIM!

THE HULK'S BEEN SEEN IN THE CITY!

THE HULK?

OF COURSE! IT'S PERFECT!

WHAT'S PERFECT?



WE'VE ALL BEEN TOO *BUSY* TO GO AFTER THE *HULK* OURSELVES! BUT, IF YOU CAN BRING HIM TO US...

IT WON'T BE AS EASY AS IT SOUNDS!

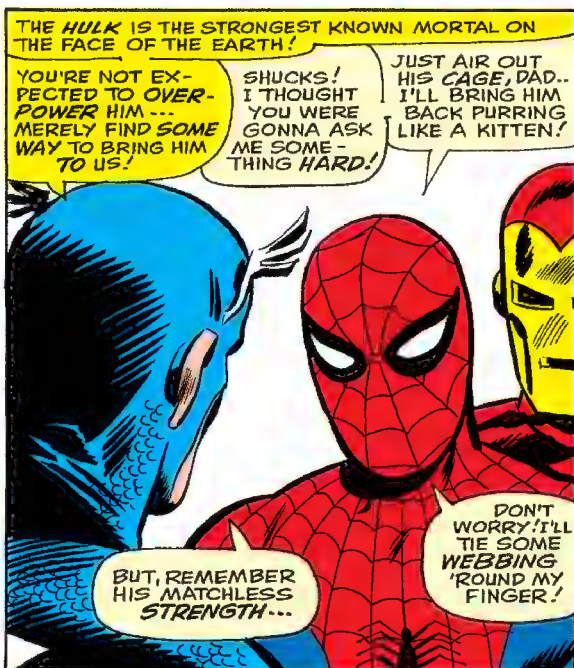
THAT WILL BE YOUR TEST, SPIDER-MAN

YOU MEAN ALL I'VE GOTTA DO IS DRAG THE *HULK* BACK HERE... AND I BECOME AN AVENGER?

THAT'S A LOT TO ASK OF ONE JOE... EVEN SPIDER-MAN!

YOU KNOW IT!

HE'S SURE TO FAIL!



THE *HULK* IS THE STRONGEST KNOWN MORTAL ON THE FACE OF THE EARTH!

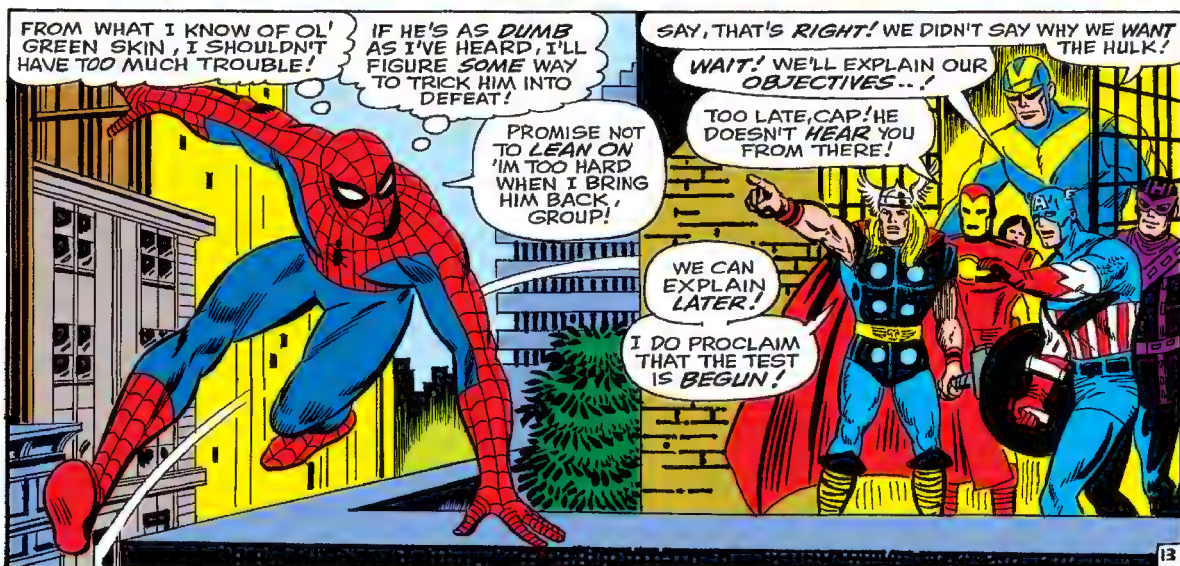
YOU'RE NOT EXPECTED TO *OVER-POWER* HIM... MERELY FIND SOME WAY TO BRING HIM TO US!

SHUCKS! I THOUGHT YOU WERE GONNA ASK ME SOMETHING HARD!

JUST AIR OUT HIS CAGE, DAD... I'LL BRING HIM BACK PURRRING LIKE A KITTEN!

BUT, REMEMBER HIS MATCHLESS STRENGTH...

DON'T WORRY! I'LL TIE SOME WEBBING 'ROUND MY FINGER!



FROM WHAT I KNOW OF OL' GREEN SKIN, I SHOULDN'T HAVE TOO MUCH TROUBLE!

IF HE'S AS DUMB AS I'VE HEARD, I'LL FIGURE SOME WAY TO TRICK HIM INTO DEFEAT!

PROMISE NOT TO LEAN ON 'IM TOO HARD WHEN I BRING HIM BACK, GROUP!

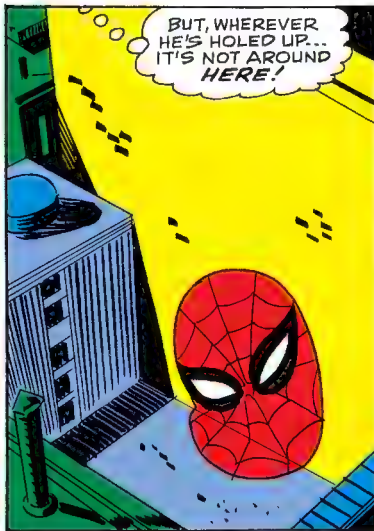
SAY, THAT'S RIGHT! WE DIDN'T SAY WHY WE WANT THE *HULK*!

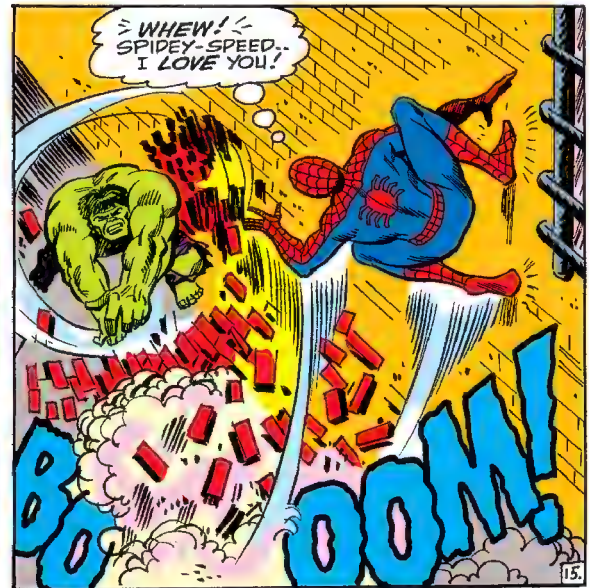
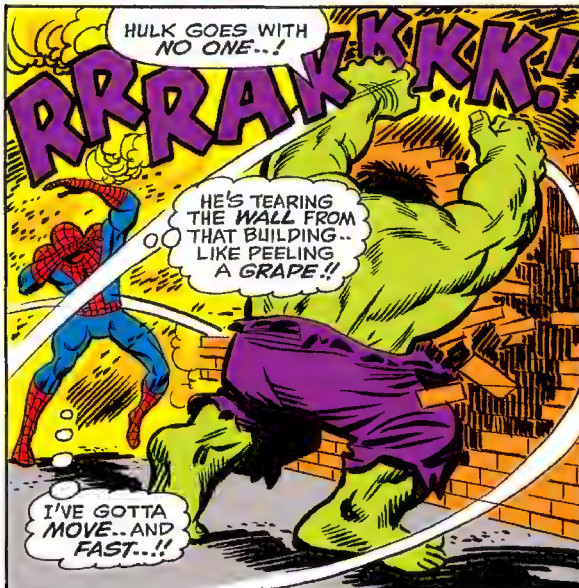
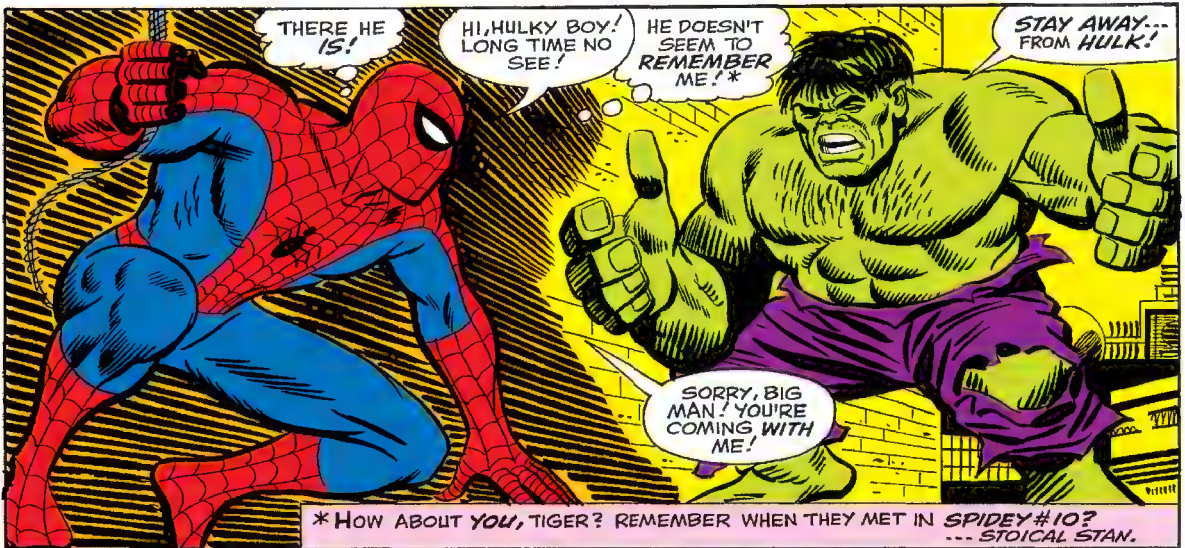
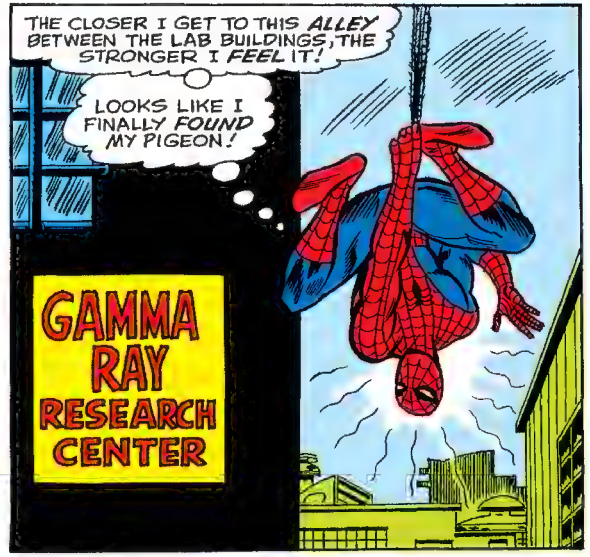
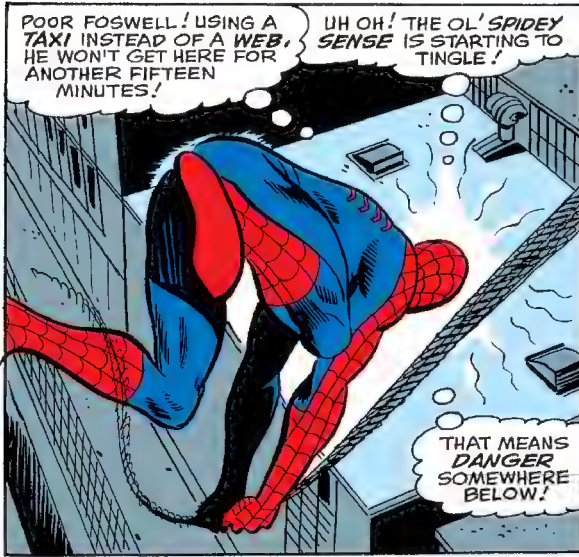
WAIT! WE'LL EXPLAIN OUR OBJECTIVES...!

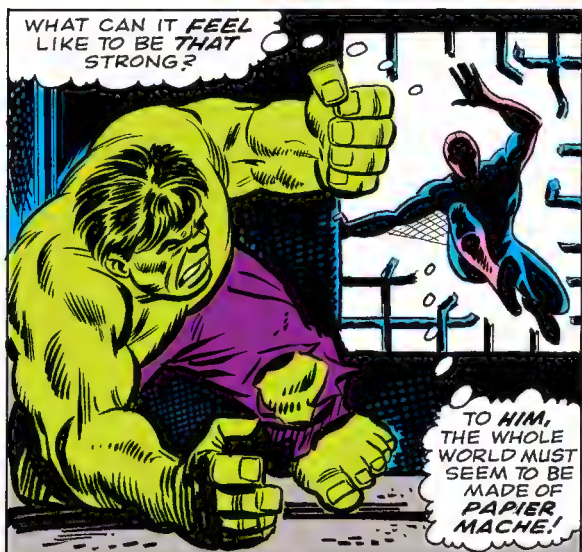
TOO LATE, CAP! HE DOESN'T HEAR YOU FROM THERE!

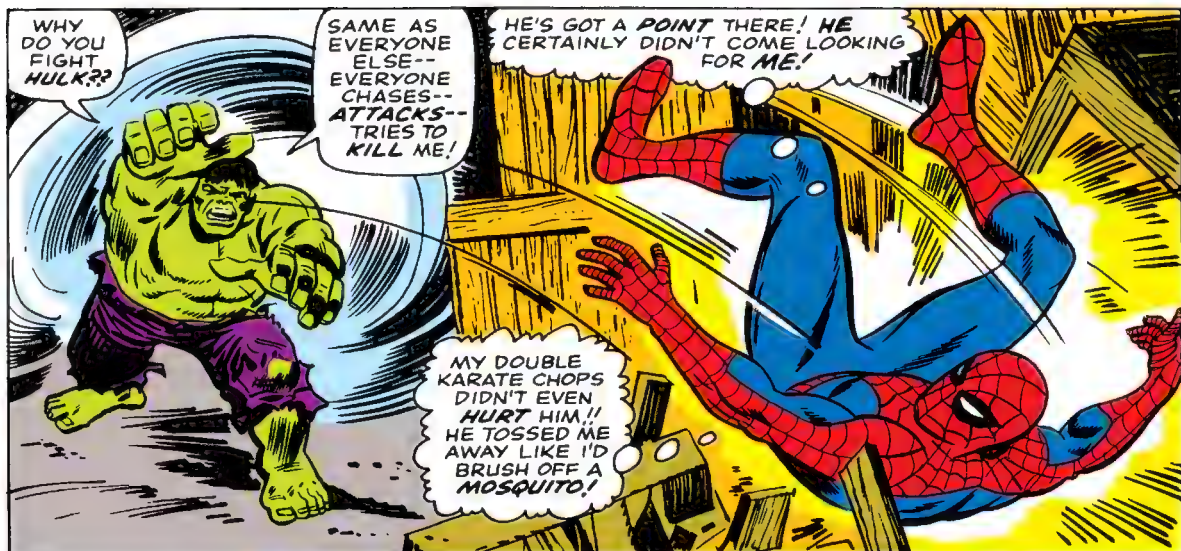
WE CAN EXPLAIN LATER!

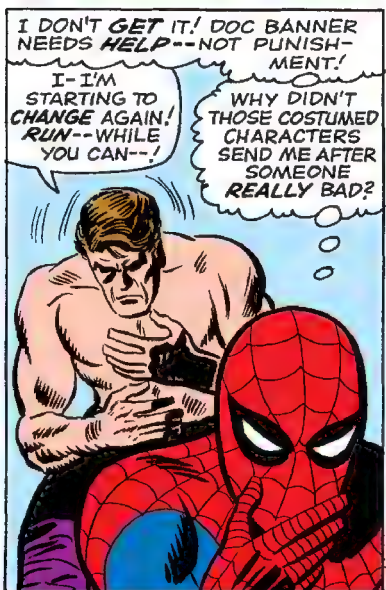
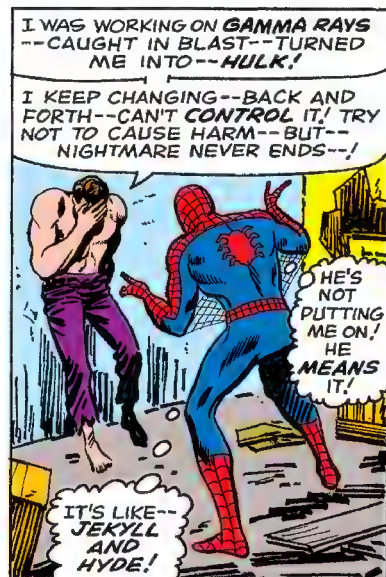
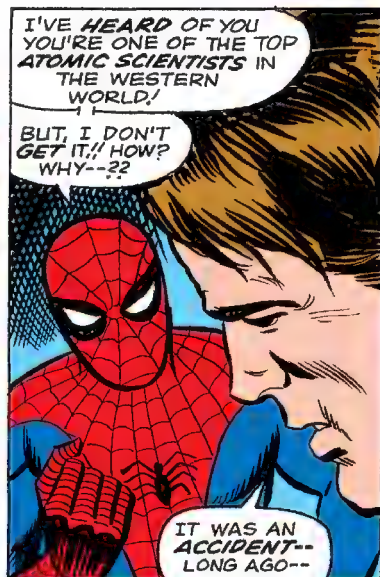
I DO PROCLAIM THAT THE TEST IS *BEGUN*!











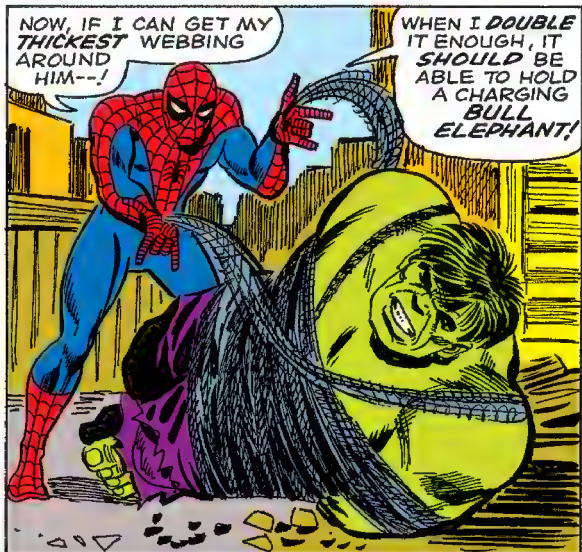


NOW'S MY CHANCE! HE TOLD ME *HIMSELF* THAT HE DOESN'T ATTAIN HIS FULL STRENGTH FOR MINUTES AFTER HIS CHANGE!

IF I CAN MOVE FAST ENOUGH-- HIT HARD ENOUGH--I'LL GET HIM!



I DID IT! I STAGGERED THE HULK!!



NOW, IF I CAN GET MY THICKEST WEBBING AROUND HIM--!

WHEN I DOUBLE IT ENOUGH, IT SHOULD BE ABLE TO HOLD A CHARGING BULL ELEPHANT!



BUT--THE WAY HE'S LOOKING AT ME! LIKE A WOUNDED BEAST--NOT KNOWING WHY HE'S BEEN HUNTED --OR HURT--!

BURIED SOMEWHERE INSIDE THAT CLOUDED BRAIN IS ONE OF THE GREATEST INTELLECTS OF OUR TIME!

A MAN LIKE DR. BANNER DESERVES SOMETHING BETTER-- THAN THIS--!



I CAN'T DO IT! I CAN'T TURN HIM OVER TO THE AVENGERS!

MAYBE I'M WRONG! MAYBE HE SHOULD BE THEIR CAPTIVE! BUT, THERE'S MORE TO THIS POOR, TORTURED BEING THAN MEETS THE EYE--!

AND I'M NOT PUTTING MYSELF UP AS JUDGE AND JURY!

NO ONE TIES UP HULK!

I'M SETTING HIM FREE!

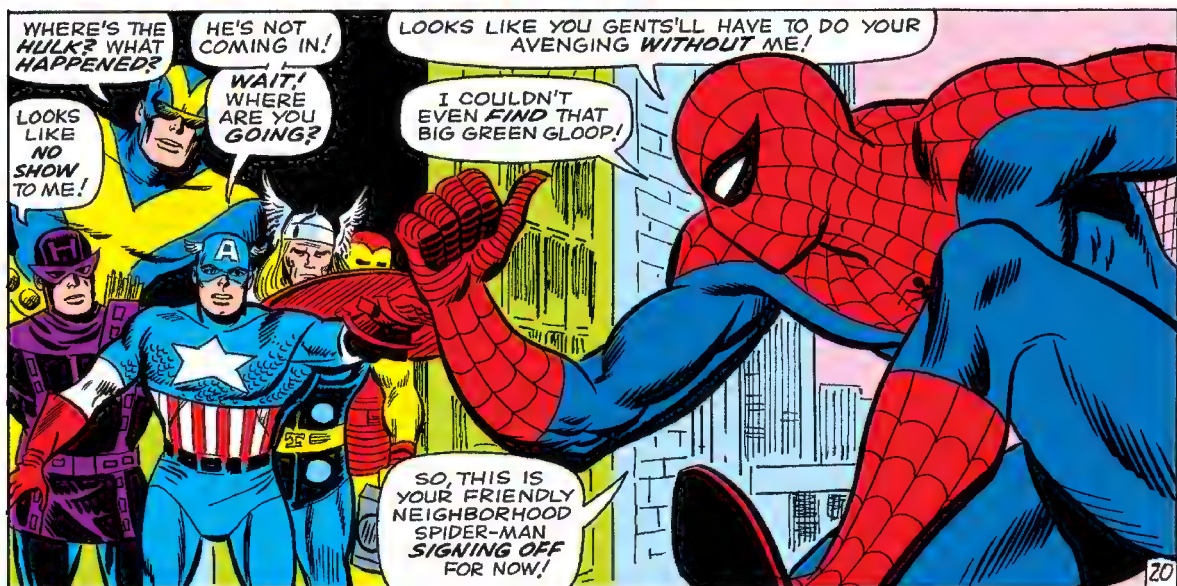
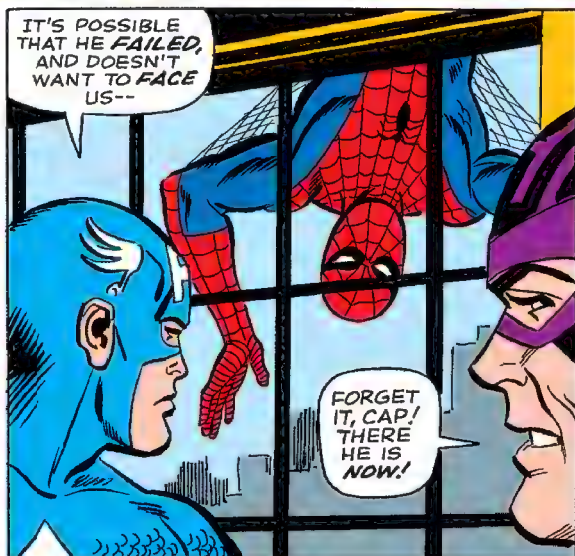
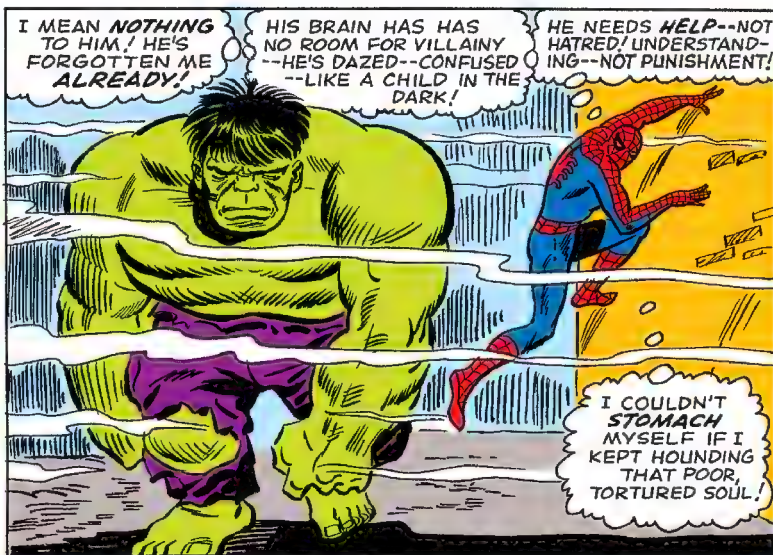
UH OH! HE'S STARTING TO STRUGGLE--!



I DIDN'T HAVE TO UNTIE HIM!! HIS STRENGTH RETURNED! HE BUSTED MY WEBBING LIKE IT WASN'T THERE!!

HULK MUST BE FREE!

STAY!





I WOULDN'T HAVE BELIEVED IT! AND--HE TOOK HIS FAILURE SO LIGHTLY!

I FEEL THERE IS MORE TO THIS THAN MEETS THE EYE!

MUCH AS I DETEST SPIDERS, I-- I FEEL STRANGELY DISAPPOINTED!

I'LL NEVER UNDERSTAND FEMALES!

IT'S A TOUGH DEAL ALL AROUND! WE WANTED TO FIND THE HULK IN ORDER TO HELP HIM! I HAVE A FEELING THE POOR BRUTE NEEDS US!

MAYBE SPIDEY ISN'T ALL HE'S CRACKED UP TO BE--LIKE JONAH JAMESON'S PAPER SAYS!

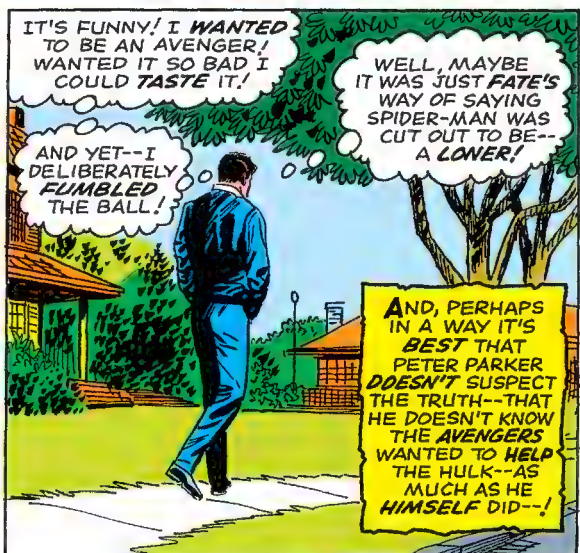


I COULD HAVE PASSED THE TEST EASILY!

WITH MY SUPERIOR SPEED, I COULD HAVE KEPT TAUNTING THE HULK, UNTIL HE FOLLOWED ME STRAIGHT BACK TO AVENGERS HQ!

BUT I COULDN'T MAKE MYSELF DO IT!

IT WOULD HAVE BEEN LIKE LEADING A DUMB ANIMAL TO THE SLAUGHTER!



IT'S FUNNY! I WANTED TO BE AN AVENGER! WANTED IT SO BAD I COULD TASTE IT!

AND YET--I DELIBERATELY FUMBLER THE BALL!

WELL, MAYBE IT WAS JUST FATE'S WAY OF SAYING SPIDER-MAN WAS CUT OUT TO BE--A LONER!

AND, PERHAPS IN A WAY IT'S BEST THAT PETER PARKER DOESN'T SUSPECT THE TRUTH--THAT HE DOESN'T KNOW THE AVENGERS WANTED TO HELP THE HULK--AS MUCH AS HE HIMSELF DID--!



DO YOU FEEL ALL RIGHT, PETER, DEAR? WOULD YOU LIKE A GLASS OF WARM MILK?

NO, THANKS, AUNT MAY--I'M FINE! JUST A LITTLE--TIRED--THAT'S ALL!

ONE OF THE WORLD'S GREATEST FIGHTING TEAMS-- AND I THREW AWAY A CHANCE TO BE PART OF IT!



WHY DOES NOTHING SEEM TO WORK OUT RIGHT FOR ME? EVEN WHEN I WIN--I LOSE!

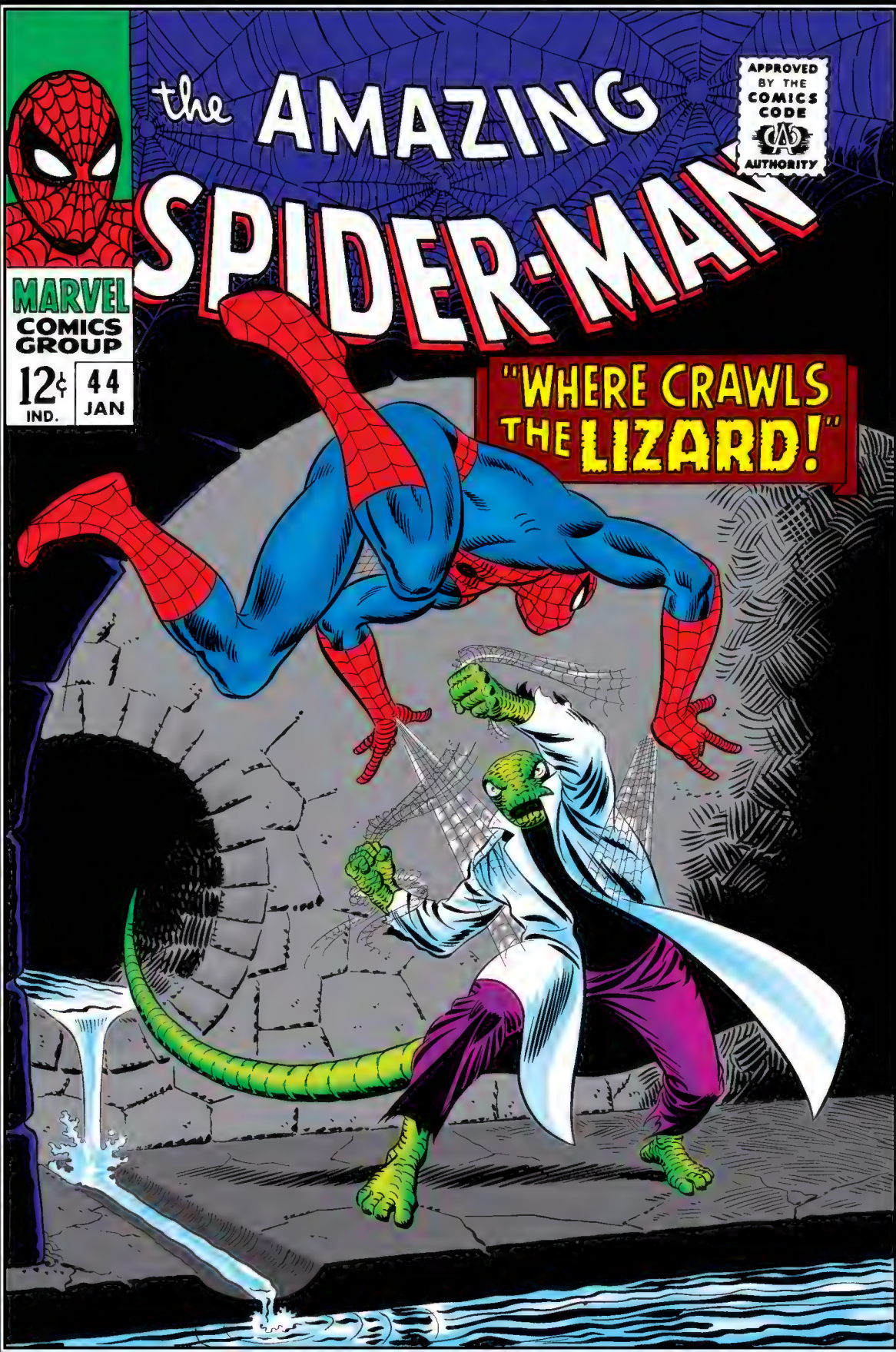
BUT, I'LL KEEP TELLING MYSELF THAT IT ALL WORKED OUT FOR THE BEST--!

AND, MAYBE SOME DAY--



--I MIGHT EVEN BELIEVE IT!

End



the **AMAZING**
SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP

12¢ 44
IND. JAN

"WHERE CRAWLS
THE **LIZARD!**"

THE AMAZING SPIDER-MAN!

"WHERE CRAWLS THE LIZARD!"

GUESS WHAT? PETEY'S EVER-LOVIN' AUNT MAY IS ACTUALLY GONNA TAKE A VACATION! BUT, AS HER DOTING NEPHEW WALKS HER TO THE TRAIN, A FRIGHTFUL TRANSFORMATION SEEMS TO BE IN THE OFFING ... JUST A STONE'S THROW AWAY ...!

NOW STOP WORRY-
ING ABOUT THE **EXPENSE**,
AUNT MAY! THE TRAVEL
AGENT SAID WE COULD
SEND YOU NOW AND PAY
LATER!

DOC
BROMWELL
SAID A FEW WEEKS
AT THE SEA SHORE
WILL HAVE YOU
SKIPPING AROUND
LIKE A SUPER-HERO
IN **NO TIME!**

BUT YOU TOOK
YOUR **LAST THIRTY**
DOLLARS FOR THE
DOWN PAYMENT ON
THIS TRIP, PETER!

AWW, I'LL SELL SOME
MORE **NEWS PIX** TO
JOLLY JONAH AND
DOUBLE THAT AMOUNT
BEFORE YOU RETURN!

I **HOPE!**

MARTHA'S
TRAIN SHOULD
BE ARRIVING
FROM **FLORIDA**
ANY MINUTE NOW!
I CAN'T WAIT TO
SEE HER ... AND
LITTLE **BILLY**
AGAIN! HE MUST
BE ... **WAIT!**

IT'S **MAD..**
INSANE!
THERE'S NO
REASON
FOR IT! **NO**
REASON..!

MY HAND! IT'S
TURNING **GREEN...**
GETTING **SCALY..**
LIKE--LIKE A
LIZARD'S!

NO! NO! IT CAN'T
BE HAPPENING TO ME
AGAIN! IT **MUSTN'T!**
NOT NOW! NOT WHEN I'M
ABOUT TO SEE MY **WIFE..**
AND MY **SON!**

STORY: SMILIN'
STAN LEE
ILLUSTRATION: JAZZY
JOHN ROMITA
LETTERING: SWINGIN'
SAM ROSEN
LUGGAGE: HONEST
IRVING FORBUSH

BUT THEN, SECONDS LATER...

IT'S *SUBSIDING* AGAIN... GETTING BACK TO *NORMAL*!

PERHAPS I JUST *IMAGINED* IT... IN THE EXCITEMENT OF WAITING FOR MARTHA AND BILLY!

AND YET... I'VE FELT *STRANGE*... EVER SINCE I HELPED *SPIDER-MAN* CREATE A POTION TO DEFEAT THE *RHINO*!*

THAT *POTION*! WHY DIDN'T I THINK OF IT *BEFORE*?

*JUST LAST ISH! IF YOU FORGOT, SHAME ON YOU! --STERN STAN.

THE POTION WAS CREATED OF CERTAIN INGREDIENTS WHICH WERE *ALSO* USED IN THE FORMULA WHICH YEARS AGO TURNED ME INTO...THE *LIZARD*!

CAN IT BE THAT THE SIMPLE ACT OF *HANDLING* THE POTION...OF INHALING ITS *FUMES*... HAS ACTUALLY TRIGGERED THAT DREADFUL REACTION IN MY BODY *AGAIN*?

IF SO...IT MEANS THAT I MIGHT CHANGE BACK TO THE *LIZARD* AT ANY MOMENT... JUST AS *DANGEROUS*... JUST AS *DEADLY*... AS EVER BEFORE!

GOSH! I COULD HAVE *SWORN* I SAW *CURT CONNORS* BEHIND THAT PILLAR!

PETER, DEAR... ARE YOU *SURE* YOU'LL BE ALL RIGHT WITH ME *GONE*? WILL YOU GET TO BED *EARLY* AT NIGHT... AND EAT PLENTY OF *VEGETABLES*?

SURE, AUNT MAY! DON'T YOU WORRY ABOUT A *THING*! I'LL TAKE MY *VITAMIN PILLS* AND STAY OUT OF DRAFTS AND *EVERYTHING*!

AS FOR YOU, YOUNG LADY... REMEMBER... NO *FOOTBALL PRACTICE* OR *KARATE LESSONS*! AT LEAST NOT FOR THE FIRST FEW DAYS!

OH, PETER! HERE I AM... *DESERTING* YOU... LEAVING YOU ALONE, WITH NO ONE TO LOOK *AFTER* YOU... AND YOU'RE TAKING IT WITHOUT A *WHIMPER*!

YOU'RE THE MOST *WONDERFUL* NEPHEW ANY WOMAN EVER HAD!

...HONK!...

MEANWHILE, AT A NEARBY TRACK, WE FIND...

GOLLY, MOM... DO YOU THINK DAD'LL TAKE ME TO SEE THE *JETS*?

I'M *SURE* HE WILL, BILLY! BUT... I WONDER WHERE HE IS? I WAS HOPING HE'D BE *WAITING* FOR US!

MAYBE HE'S *HIDING*... TO *SURPRISE* US... LIKE HE USED TO DO WHEN I WAS *LITTLE*!

CAN SOMETHING HAVE *HAPPENED* TO HIM?

I DON'T WANT TO WORRY BILLY, BUT CURT IS *NEVER* LATE... UNLESS...

NO! I WON'T EVEN *THINK* OF IT! IT *CAN'T* BE!

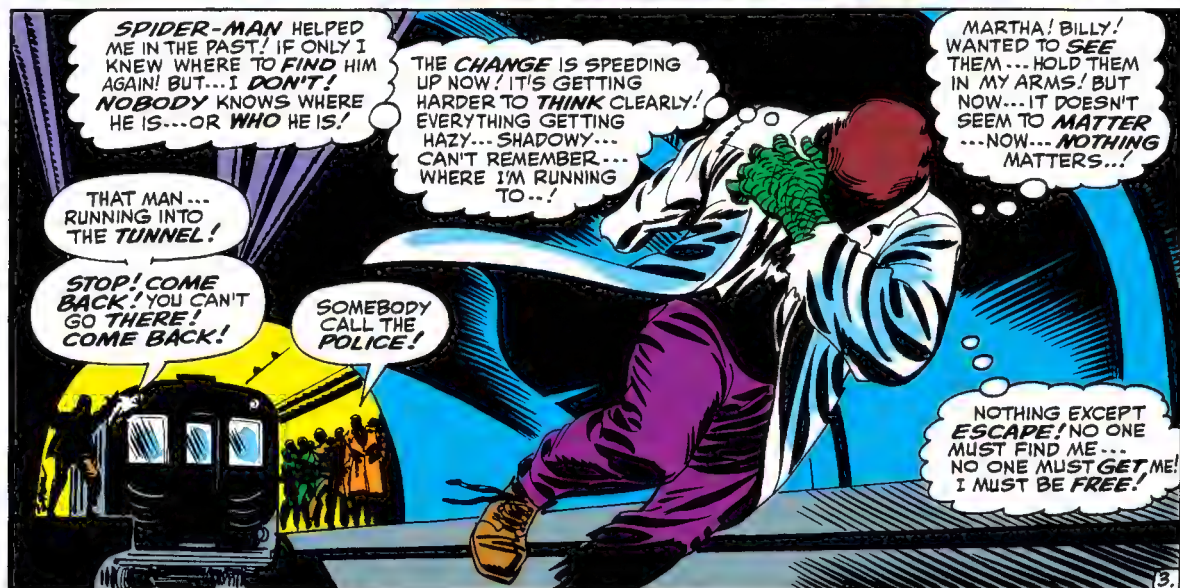
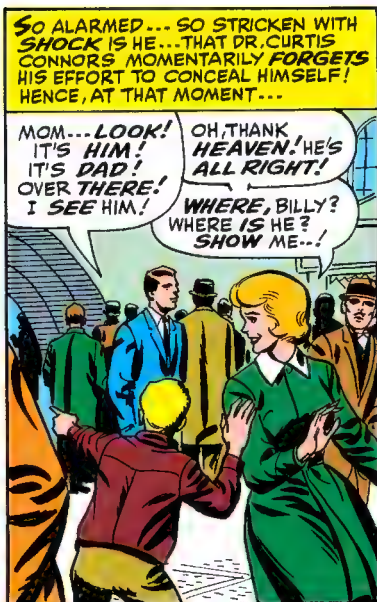
AND, JUST A FEW FEET AWAY... CONCEALED BEHIND A SHADOWY ARCH...

I *WASN'T* IMAGINING IT! MY... MY *RIGHT ARM* IS TINGLING... JUST AS IT DID... THE *LAST TIME*?

THAT'S HOW IT ALL *STARTED*... I THOUGHT I COULD *RE-GROW* MY ARM... LIKE SOME OF THE LOWER ORDER *REPTILES* DO... BY DRINKING A *SERUM* EXTRACTED FROM EXPERIMENTAL *LIZARDS*!

BUT, I DIDN'T *REALIZE* THAT THE SAME *SERUM* THAT ENABLED ME TO GROW A NEW *ARM*, WOULD ALSO *CHANGE* ME... INTO A HUMAN *LIZARD*!*

*DON'T TAKE *OUR* WORD FOR IT! CHECK WITH ISH #6!...SCRUPULOUS STAN



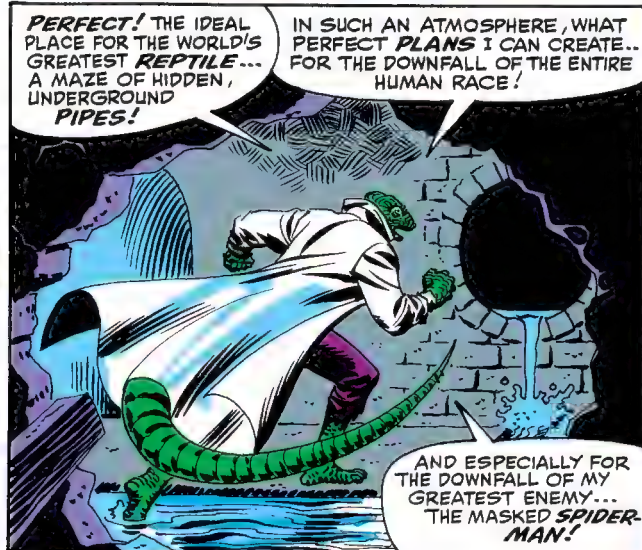




WITH THE UNIMAGINABLE
POWER I NOW POSSESS,
I CAN DO **ANYTHING!**

NOTHING CAN STAND
IN MY WAY! NOTHING
CAN MATCH THE SUPREME
POWER OF...THE **LIZARD!**

I'LL NEED A **LAIR**
OF MY OWN... AND I'LL
FIND ONE... BEHIND
THIS TUNNEL WALL!



PERFECT! THE IDEAL
PLACE FOR THE WORLD'S
GREATEST **REPTILE**...
A MAZE OF HIDDEN,
UNDERGROUND
PIPES!

IN SUCH AN ATMOSPHERE, WHAT
PERFECT **PLANS** I CAN CREATE...
FOR THE DOWNFALL OF THE ENTIRE
HUMAN RACE!

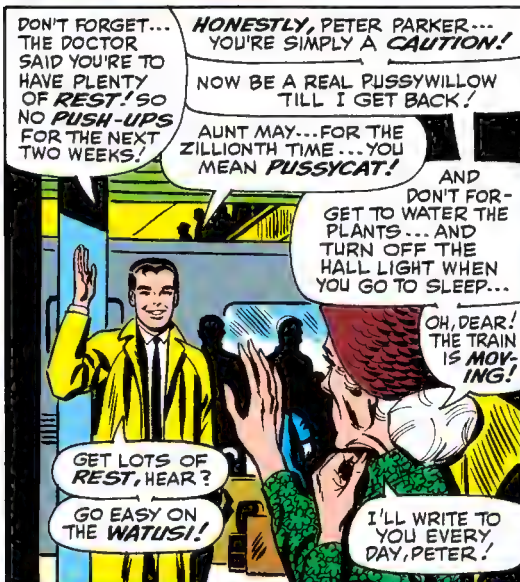
AND ESPECIALLY FOR
THE DOWNFALL OF MY
GREATEST ENEMY...
THE MASKED **SPIDER-
MAN!**



AND, SPEAKING OF **SPIDEY**...

AND YOU BE SURE
TO HAVE A GREAT
TIME, AUNT MAY!
I'LL BE OKAY, HERE...
SO DON'T WORRY
ABOUT A **THING!**

REMEMBER, DEAR... IF YOU
NEED ANYTHING, CALL
MY FRIEND, **MRS.
WATSON!** DRINK
PLENTY OF MILK...
DON'T NEGLECT YOUR
STUDIES... AND BE
SURE TO GET A
HAIRCUT!



DON'T FORGET...
THE DOCTOR
SAID YOU'RE TO
HAVE PLENTY
OF **REST!** SO
NO **PUSH-UPS**
FOR THE NEXT
TWO WEEKS!

HONESTLY, PETER PARKER...
YOU'RE SIMPLY A **CAUTION!**

NOW BE A REAL **PUSSYWILLOW**
TILL I GET BACK!

AUNT MAY... FOR THE
ZILLIONTH TIME... YOU
MEAN **PUSSYCAT!**

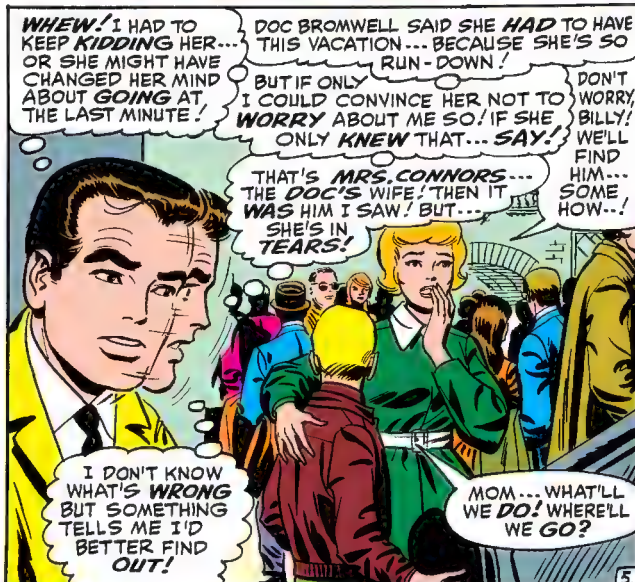
AND
DON'T FOR-
GET TO WATER THE
PLANTS... AND
TURN OFF THE
HALL LIGHT WHEN
YOU GO TO SLEEP...

OH, DEAR!
THE TRAIN
IS **MOV-
ING!**

GET LOTS OF
REST, HEAR?

GO EASY ON
THE **WATUSI!**

I'LL WRITE TO
YOU EVERY
DAY, PETER!



WHEW! I HAD TO
KEEP **KIDDING** HER...
OR SHE MIGHT HAVE
CHANGED HER MIND
ABOUT **GOING** AT
THE LAST MINUTE!

DOC BROMWELL SAID SHE **HAD** TO HAVE
THIS VACATION... BECAUSE SHE'S SO
RUN-DOWN!

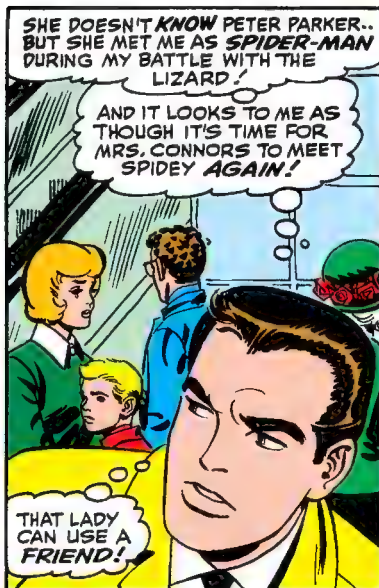
BUT IF ONLY
I COULD CONVINCE HER NOT TO
WORRY ABOUT ME SO! IF SHE
ONLY **KNEW** THAT... **SAY!**

THAT'S **MRS. CONNORS**...
THE **DOC'S** WIFE! THEN IT
WAS HIM I SAW! BUT...
SHE'S IN
TEARS!

DON'T WORRY,
BILLY!
WE'LL
FIND
HIM...
SOME
HOW...

I DON'T KNOW
WHAT'S **WRONG**
BUT SOMETHING
TELLS ME I'D
BETTER FIND
OUT!

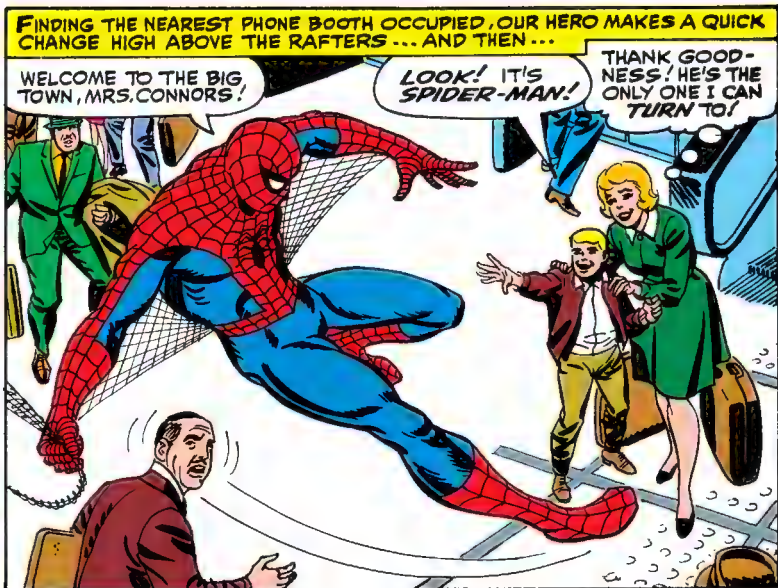
MOM... WHAT'LL
WE **DO!** WHERE'LL
WE GO?



SHE DOESN'T **KNOW** PETER PARKER... BUT SHE MET ME AS **SPIDER-MAN** DURING MY BATTLE WITH THE LIZARD!

AND IT LOOKS TO ME AS THOUGH IT'S TIME FOR MRS. CONNORS TO MEET SPIDEY AGAIN!

THAT LADY CAN USE A **FRIEND**!

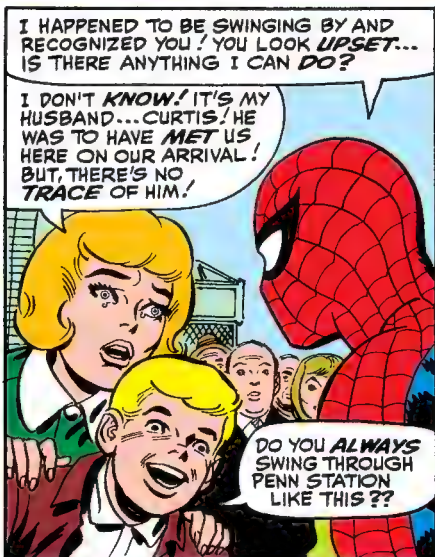


FINDING THE NEAREST PHONE BOOTH OCCUPIED, OUR HERO MAKES A QUICK CHANGE HIGH ABOVE THE RAFTERS... AND THEN...

WELCOME TO THE BIG TOWN, MRS. CONNORS!

LOOK! IT'S **SPIDER-MAN**!

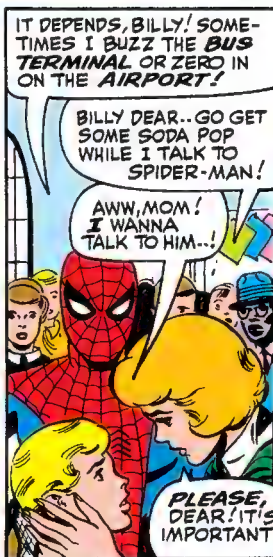
THANK GOODNESS! HE'S THE ONLY ONE I CAN **TURN TO**!



I HAPPENED TO BE SWINGING BY AND RECOGNIZED YOU! YOU LOOK **UPSET**... IS THERE ANYTHING I CAN DO?

I DON'T **KNOW**! IT'S MY HUSBAND... CURTIS! HE WAS TO HAVE **MET** US HERE ON OUR ARRIVAL! BUT, THERE'S NO **TRACE** OF HIM!

DO YOU **ALWAYS** SWING THROUGH PENN STATION LIKE THIS??

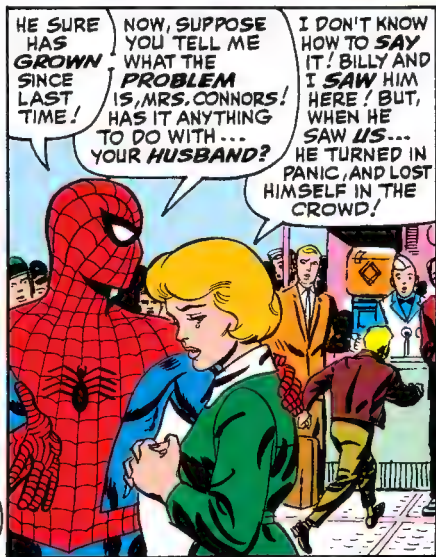


IT DEPENDS, BILLY! SOMETIMES I BUZZ THE **BUS** TERMINAL OR ZERO IN ON THE **AIRPORT**!

BILLY DEAR... GO GET SOME SODA POP WHILE I TALK TO SPIDER-MAN!

AWW, MOM! I WANNA TALK TO HIM...

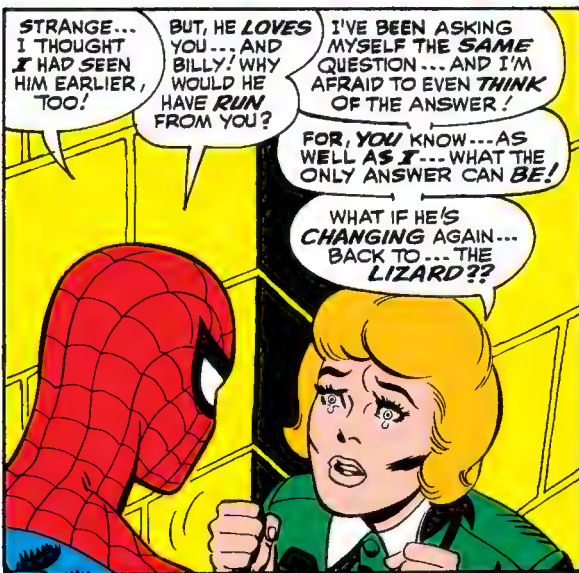
PLEASE, DEAR! IT'S IMPORTANT!



HE SURE HAS **GROWN** SINCE LAST TIME!

NOW, SUPPOSE YOU TELL ME WHAT THE **PROBLEM** IS, MRS. CONNORS! HAS IT ANYTHING TO DO WITH... YOUR **HUSBAND**?

I DON'T KNOW HOW TO **SAY** IT! BILLY AND I **SAW** HIM HERE! BUT, WHEN HE **SAW US**... HE TURNED IN PANIC, AND LOST HIMSELF IN THE CROWD!



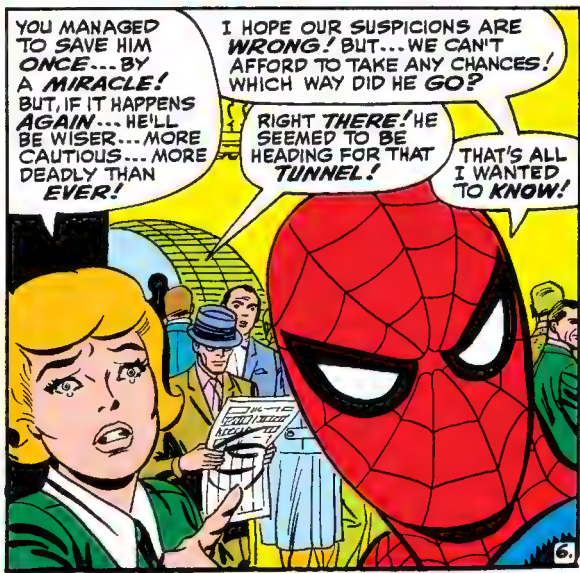
STRANGE... I THOUGHT I HAD SEEN HIM EARLIER, TOO!

BUT, HE **LOVES** YOU... AND BILLY! WHY WOULD HE HAVE **RUN** FROM YOU?

I'VE BEEN ASKING MYSELF THE **SAME** QUESTION... AND I'M AFRAID TO EVEN **THINK** OF THE ANSWER!

FOR, YOU KNOW... AS WELL AS I... WHAT THE ONLY ANSWER CAN BE!

WHAT IF HE'S **CHANGING** AGAIN... BACK TO... THE **LIZARD**??

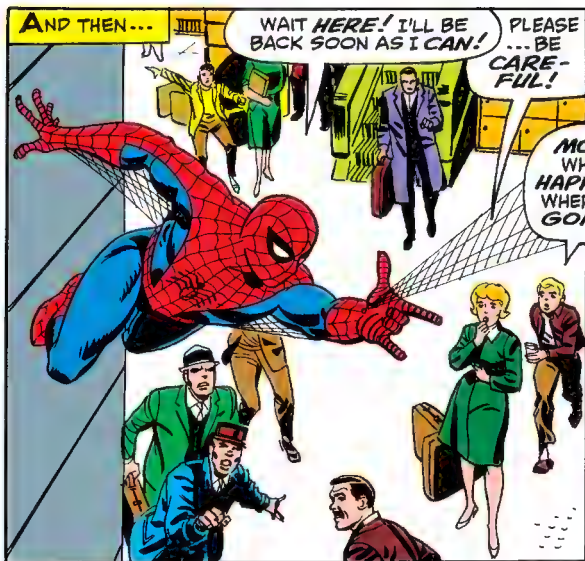


YOU MANAGED TO SAVE HIM **ONCE**... BY A **MIRACLE**! BUT, IF IT HAPPENS **AGAIN**... HE'LL BE WISER... MORE CAUTIOUS... MORE DEADLY THAN **EVER**!

I HOPE OUR SUSPICIONS ARE **WRONG**! BUT... WE CAN'T AFFORD TO TAKE ANY CHANCES! WHICH WAY DID HE GO?

RIGHT **THERE**! HE SEEMED TO BE HEADING FOR THAT **TUNNEL**!

THAT'S ALL I WANTED TO **KNOW**!

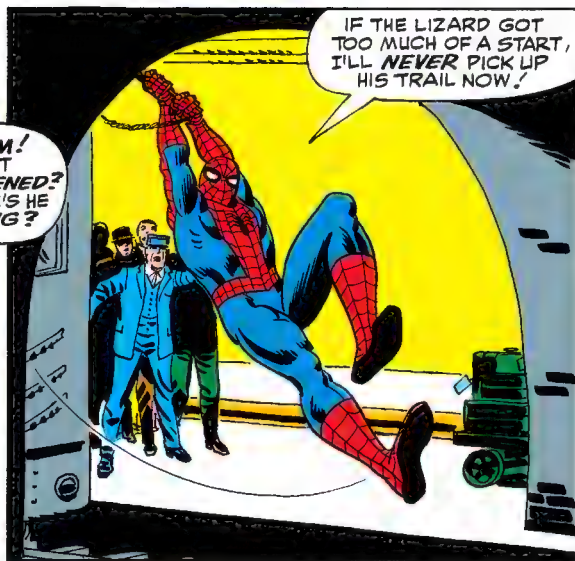


AND THEN...

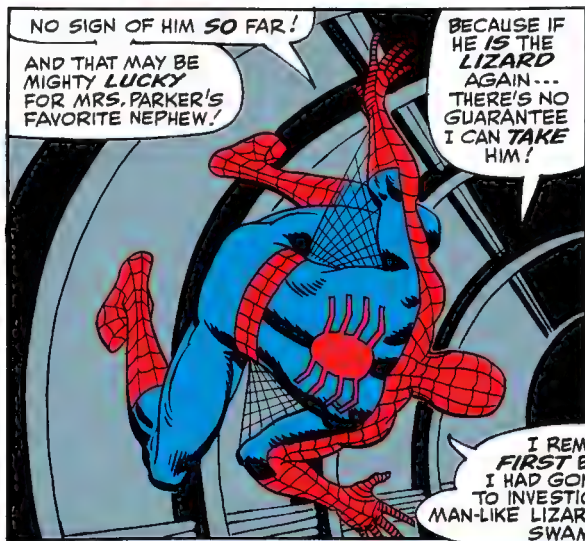
WAIT HERE! I'LL BE BACK SOON AS I CAN!

PLEASE... BE CAREFUL!

MOM! WHAT HAPPENED? WHERE'S HE GOING?



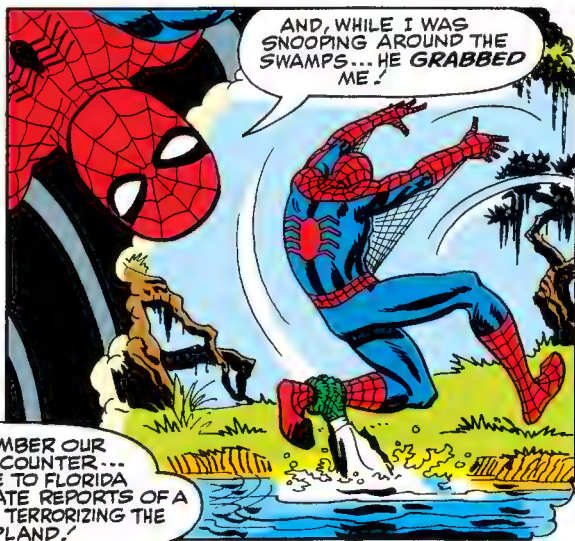
IF THE LIZARD GOT TOO MUCH OF A START, I'LL NEVER PICK UP HIS TRAIL NOW!



NO SIGN OF HIM SO FAR!

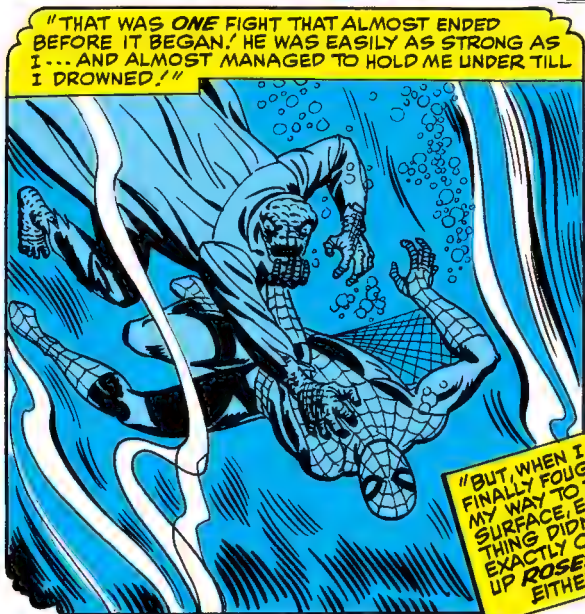
AND THAT MAY BE MIGHTY LUCKY FOR MRS. PARKER'S FAVORITE NEPHEW!

BECAUSE IF HE IS THE LIZARD AGAIN... THERE'S NO GUARANTEE I CAN TAKE HIM!



AND, WHILE I WAS SNOOPING AROUND THE SWAMPS... HE GRABBED ME!

I REMEMBER OUR FIRST ENCOUNTER... I HAD GONE TO FLORIDA TO INVESTIGATE REPORTS OF A MAN-LIKE LIZARD TERRORIZING THE SWAMPLAND!



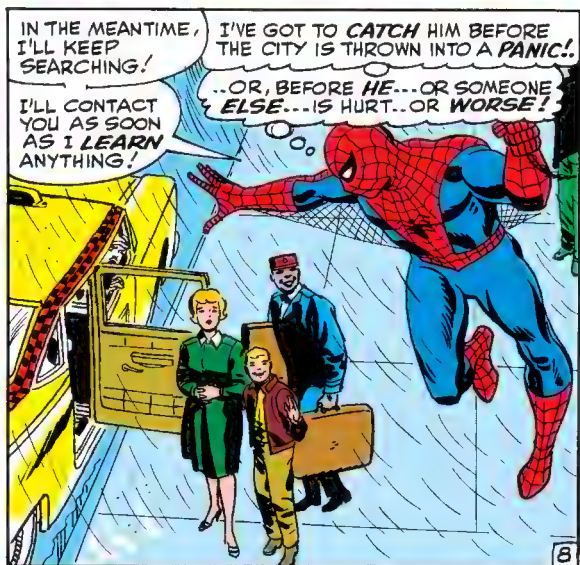
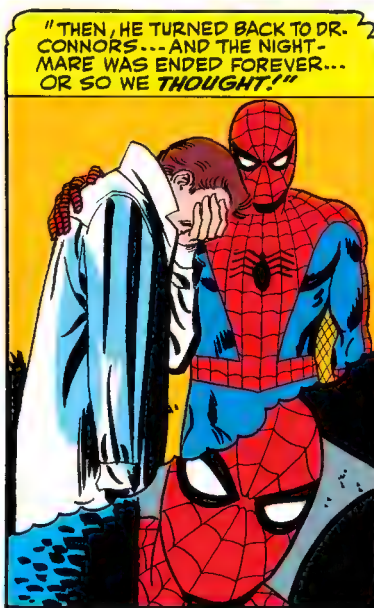
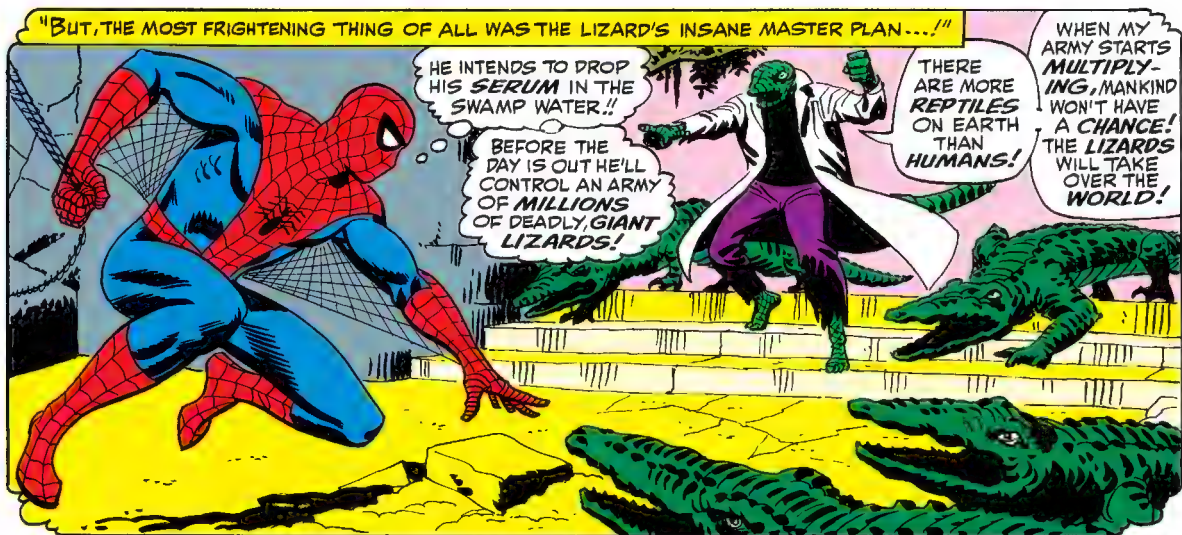
"THAT WAS ONE FIGHT THAT ALMOST ENDED BEFORE IT BEGAN! HE WAS EASILY AS STRONG AS I... AND ALMOST MANAGED TO HOLD ME UNDER TILL I DROWNED!"

"BUT, WHEN I FINALLY FOUGHT MY WAY TO THE SURFACE, EVERYTHING DIDN'T EXACTLY COME UP ROSES THEN EITHER..."



"I HAD FOUGHT TOUGH FOES BEFORE, BUT THE LIZARD WAS TOO MUCH..."

STRANGE... HE DOESN'T SEEM TO BE WEARING A DISGUISE! THAT GROTESQUE FORM IS REALLY... HIM!



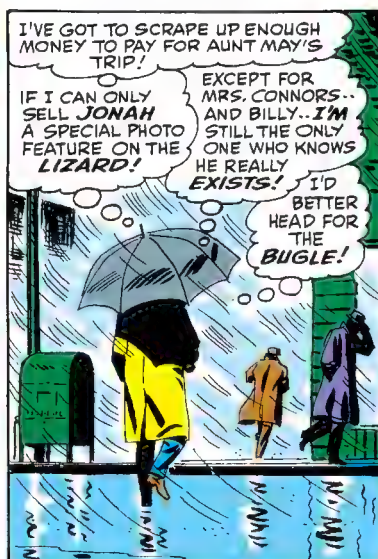


BUT THEN, AFTER NEARLY AN HOUR OF FUTILE SEARCHING...

IT'S NO USE! THE CITY'S TOO BIG...AND HE'S TOO CRAFTY!

I'LL HAVE TO WAIT FOR HIM TO MAKE THE NEXT MOVE!

AND, WHILE I'M WAITING, THERE'S ANOTHER PROBLEM I'D BETTER WRESTLE WITH!



I'VE GOT TO SCRAPE UP ENOUGH MONEY TO PAY FOR AUNT MAY'S TRIP!

IF I CAN ONLY SELL JONAH A SPECIAL PHOTO FEATURE ON THE LIZARD!

EXCEPT FOR MRS. CONNORS... AND BILLY... I'M STILL THE ONLY ONE WHO KNOWS HE REALLY EXISTS!

I'D BETTER HEAD FOR THE BUGLE!



AND, AT THE OFFICE OF THE DAILY BUGLE...

HI, BETTY! I WAS HOPING I'D SEE YOU...TO WISH YOU LUCK ON YOUR ENGAGEMENT TO NED!

THANKS, PETER! NED AND I WILL WANT YOU AT THE WEDDING...SOON AS WE SET THE DATE! WOULDN'T MISS IT FOR THE WORLD, BETTY!

I REALLY MEAN IT! I COULDN'T BE HAPPIER FOR HER!



I CAN HARDLY BELIEVE THAT I ONCE THOUGHT I WAS IN LOVE WITH HER! NOW, SHE'S LIKE A SISTER TO... UH-OH!

HI, MR. JAMESON! CAN I SEE YOU FOR A MINUTE?

LOOK ALL YOU WANT TO! IT'S A FREE COUNTRY!



REMEMBER SOMEONE CALLED THE LIZARD?

IF I COULD FIND HIM AGAIN AND GET SOME SHOTS, WOULD YOU BE INTERESTED IN A PICTURE STORY ON HIM?

COME OFF IT, PARKER! YOU KNOW THERE'S NO SUCH GUY!

BUT IT'S ABOUT TIME YOU BROUGHT ME SOMETHING WORTH PRINTING! PERSONALLY, I THINK YOU LOST THE OL' PAZZAZZ!



CAN'T GIVE UP NOW! I'VE JUST GOT TO GET THAT MONEY...NO MATTER WHAT!

THEN, SUPPOSE I'M LUCKY ENOUGH TO GET SOME NEW PIX OF SPIDER-MAN? HE'S ALWAYS NEWSWORTHY!

FORGET IT! I'M THROUGH GIVING THAT PHONY WALL-CRAWLER FREE PUBLICITY!

WELL, HOW ABOUT AN EXPOSE THAT'LL PROVE HE'S A MENACE? NOW YOU'RE TALKIN', KID!

HMMM... PARKER'S AFTER A STORY AGAIN!



I'VE ALWAYS WONDERED HOW HE MANAGES TO GET MORE PICTURES OF SPIDER-MAN THAN ANYONE ELSE!

YOU BRING ME SOME PIX THAT'LL MAKE THAT FINKY FREAK LOOK BAD, AND I'LL GIVE YOU A MEDAL, HEAR?

IF IT'S ALL THE SAME TO YOU, MISTER... I'LL TAKE HARD CASH!

SURE, PARKER... SURE! EVERYONE KNOWS HOW GENEROUS I AM!



I WONDER IF IT ISN'T TIME FOR THE MAN NAMED PATCH TO START TAILING PARKER?

SOMETHING TELLS ME THERE COULD BE A STORY IN IT! AND IF THERE IS, FRED FOSWELL WANTS IT!

BE SEEING YOU, BETTY!

SO LONG, PETER! SAY HELLO TO YOUR AUNT MAY FOR ME!



SPEAKING OF SPIDER-MAN JUST GAVE ME AN IDEA!

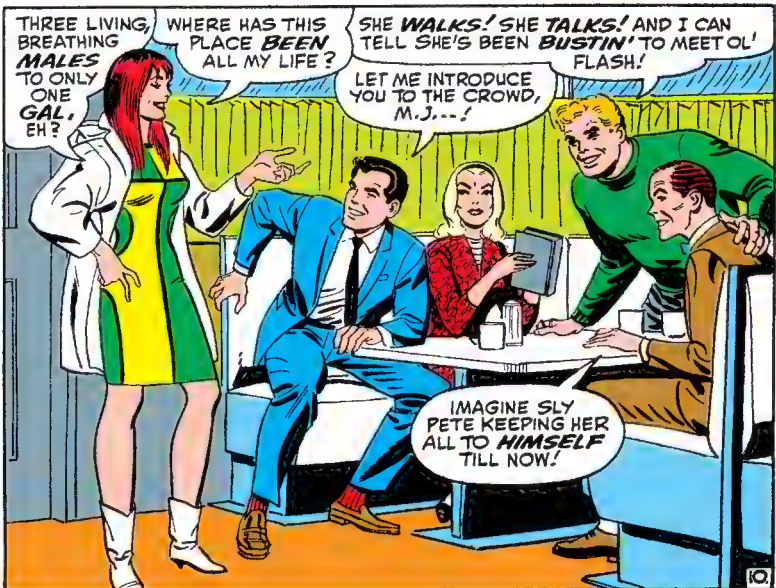
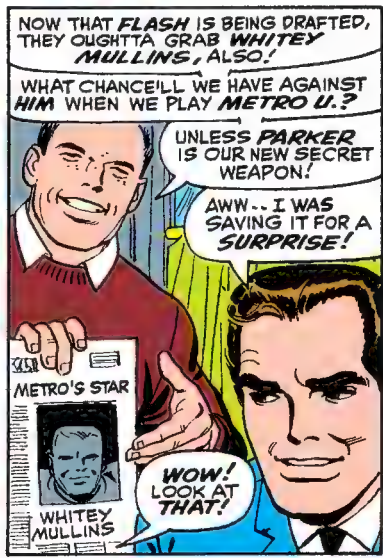
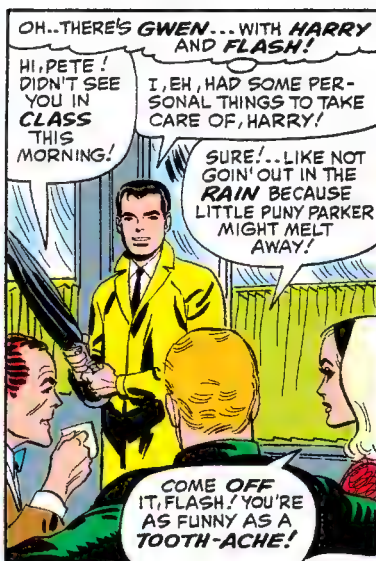
FOSWELL! DIG UP THE NAME OF THAT COP WHO HELPED HIM DURING HIS FIGHT WITH THE RHINO!

MAYBE WE CAN RUN A PROFILE STORY ON HIM!

I'LL GET ON IT SOON AS I CAN, JJ!

YOU'LL GET ON IT, NOW, MISTER!

THAT'S WHAT I MEANT!



THEN, AFTER THE INTROS ARE FINISHED...

TELL ME, DOLL--DID YOU WANNA MEET ME BECAUSE I'M A FOOTBALL STAR... OR BECAUSE I'M ABOUT TO BECOME A WAR HERO?

NEITHER, DAD! IT'S YOUR SHYNESS THAT GRABS ME!

I'VE HEARD PETER MENTION YOU!

HOW NICE!

I DUNNO WHAT PARKER HAS... BUT I'D SURE LIKE TO GET ME SOME!

NOW, PETEY-O, SUPPOSE YOU WAVE BYE-BYE TO ALL THESE NICE PEOPLE...

THERE'S ONLY ONE ANSWER! IT'S A SORORITY INITIATION! SHE'S GOTTA DATE THE MOST NOTHING GUY IN TOWN... SO SHE PICKED PARKER!

BECAUSE YOU'RE CUTTING OUT NOW, TO TAKE MARY JANE TO A LITTLE SPOT I KNOW WHERE THEY'VE GOT THE GROOVIEST GUITARIST IN TOWN!

LET'S FACE IT, SON! SHE DOESN'T LOOK AS THOUGH ANYONE'S TWISTING HER ARM!

I GUESS I'LL HAVE TO TAKE A RAIN CHECK ON THAT SCIENCE REVIEW, GWEN!

MMM... GLAD YOU'RE LETTING YOUR HAIR GROW, TIGER!

GWEN CERTAINLY FROZE UP FAST! I WONDER IF SHE'S JEALOUS?

DON'T WORRY ABOUT HIS LESSON, LADY!

GOING OUT WITH ME CAN BE A WHOLE EDUCATION IN ITSELF!

BUT, IF SHE IS... IS IT BECAUSE OF ME... OR BECAUSE FLASH MADE SUCH A FUSS OVER MARY JANE?

WHERE'D YOU PARK THE WHEELS, PETEY?

EH... I DIDN'T BRING THE CYCLE TODAY!

OH WELL... NO SWEAT! WE CAN GRAB A BUS!

I'D RATHER WAIT TILL YOU RE-PAINT IT, ANYWAY! ANY COLOR WOULD BE JAZZIER THAN THAT ICKIE BLEHHH! IT IS NOW!

TELL ME, M.J... DON'T YOU EVER STOP TO CATCH YOUR BREATH? LIKE WHY, DAD?

THERE'S TOO MUCH HAPPENING ALL OVER... AND I'M NOT ABOUT TO MISS A BIT OF THE ACTION!

I DON'T KNOW WHAT'S GOTTEN INTO PETE! EVEN A SCHOLARSHIP STUDENT LIKE HIM CAN'T AFFORD TO LET HIS STUDIES SLIDE!

AWW, COME OFF IT, GWEN! THAT'S NOT WHAT'S BUGGIN' YOU! YOU DIDN'T LIKE SEEING THAT NEW CHICK WRAP HIM AROUND HER LITTLE FINGER!

BUT, DON'T WORRY, KID! ANY GAL WHOSE TASTE IS THAT BAD CAN'T BE ANY COMPETITION FOR A DOLL LIKE YOU!

FLASH, DO ME A FAVOR...?

STOP BREATHING ON ME!

SURE, BABY! NAME IT!

BUT NOW... IT'S ACTION TIME AGAIN...

FROM WITHIN A SHADOWY CULVERT, AT THE EDGE OF CENTRAL PARK, AN OMINOUS, SUPER-POWERED FIGURE SILENTLY EMERGES...

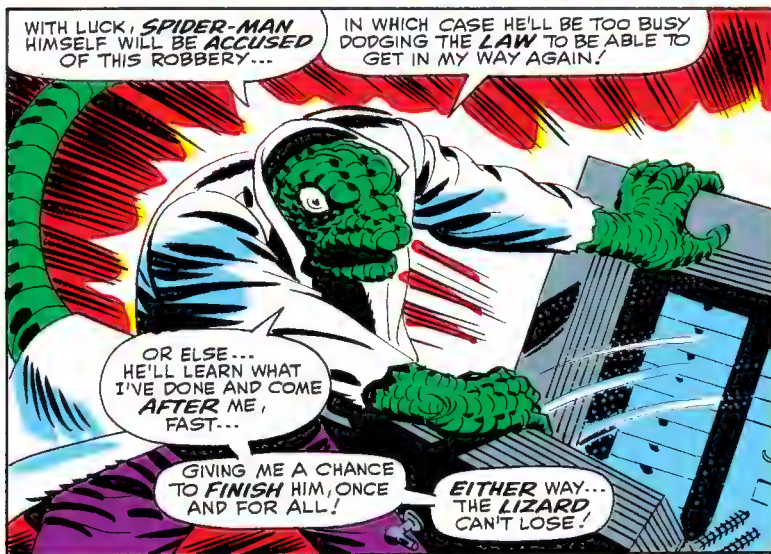
I'VE WAITED LONG ENOUGH! MY PLANS ARE SET! NOW IS THE TIME FOR THE LIZARD TO STRIKE!

BEFORE I HEAD FOR THE FLORIDA SWAMPLANDS TO AGAIN RESUME MY PLAN FOR POPULATING THE EARTH WITH GIANT LIZARDS, I'VE ONE THING TO DO...

I'LL MAKE SURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!



ALL I NEED DO IS BREAK THROUGH THIS WINDOW... INTO THE WHOLESALE JEWELRY SHOW-ROOM INSIDE!



WITH LUCK, SPIDER-MAN HIMSELF WILL BE ACCUSED OF THIS ROBBERY...

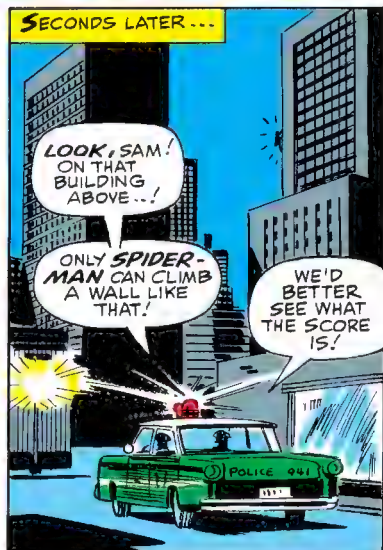
IN WHICH CASE HE'LL BE TOO BUSY DODGING THE LAW TO BE ABLE TO GET IN MY WAY AGAIN!

OR ELSE... HE'LL LEARN WHAT I'VE DONE AND COME AFTER ME, FAST...

GIVING ME A CHANCE TO FINISH HIM, ONCE AND FOR ALL!

EITHER WAY... THE LIZARD CAN'T LOSE!

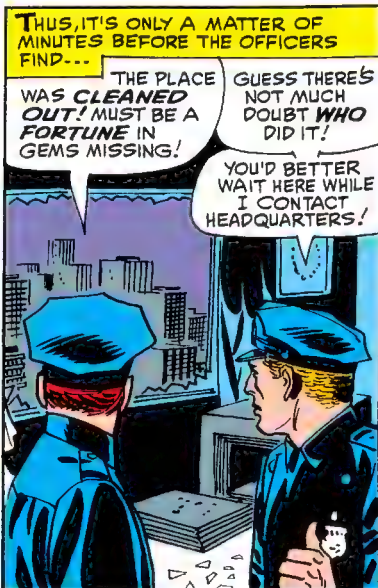
SECONDS LATER...



LOOK, SAM! ON THAT BUILDING ABOVE...!

ONLY SPIDER-MAN CAN CLIMB A WALL LIKE THAT!

WE'D BETTER SEE WHAT THE SCORE IS!



THUS, IT'S ONLY A MATTER OF MINUTES BEFORE THE OFFICERS FIND...

THE PLACE WAS CLEANED OUT! MUST BE A FORTUNE IN GEMS MISSING!

GUESS THERE'S NOT MUCH DOUBT WHO DID IT!

YOU'D BETTER WAIT HERE WHILE I CONTACT HEADQUARTERS!



THEN, JUST AS DAWN IS BREAKING...

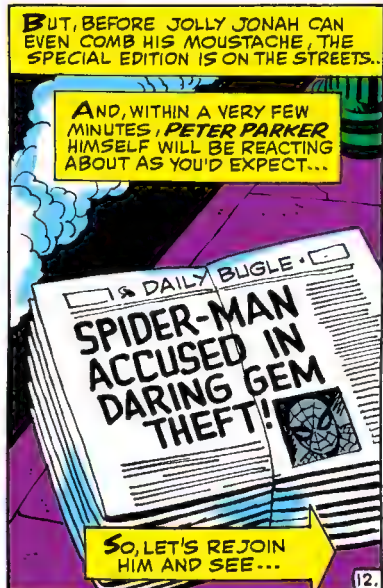
WHAT'S THAT?! YOU PUT OUT A LATE EXTRA WHILE I WAS ASLEEP?

SPIDER-MAN... ACCUSED OF STEALING GEMS?

BUT, WHAT IF IT'S A PHONY?... LIKE ALL THOSE OTHER STORIES WE RAN! IF YOU MAKE ME A LAUGHING STOCK AGAIN...!!!

OF COURSE I WANT TO SEE HIM IN JAIL! BUT HE ALWAYS COMES OUT LILY WHITE, AND WE LOOK LIKE FOOLS!

HOLD EVERYTHING, BLAST IT! I'LL BE RIGHT THERE!



BUT, BEFORE JOLLY JONAH CAN EVEN COMB HIS MOUSTACHE, THE SPECIAL EDITION IS ON THE STREETS...

AND, WITHIN A VERY FEW MINUTES, PETER PARKER HIMSELF WILL BE REACTING ABOUT AS YOU'D EXPECT...

SO, LET'S REJOIN HIM AND SEE...

BOY! AN EVENING OUT WITH **MARY JANE** IS LIKE A DOZEN **HOLIDAYS** ROLLED INTO ONE! SHE'S THE MOST... **HEY! WHAT'S THIS?!!**

I WAS NOWHERE **NEAR** THERE LAST NIGHT!

THE **LIZARD**! IT HAD TO BE **HIM**!

I'D BETTER CALL **MRS. CONNORS** RIGHT AWAY!

YOU MEAN YOU DIDN'T HEAR A **THING**? HE DIDN'T CONTACT YOU AT **ALL**?

NO! AND, I JUST SAW THE MORNING PAPER! DO YOU THINK...??

DON'T WORRY, **MRS. CONNORS**! I'LL TAKE CARE OF IT!

NO, DON'T WORRY, **MRS. CONNORS**! LET **ME** WORRY! IT SEEMS TO BE WHAT I DO **BEST**!

THE **LIZARD** MUST HAVE **INTENDED** TO FRAME **ME**! BUT, WHAT DO I **DO** ABOUT IT? I'M STYMIED IF I CAN'T **FIND** HIM!

BUT, I JUST CAN'T MISS ANOTHER DAY OF **CLASS**!

AND SO... YOUNG MAN, IF YOU WON'T ANSWER TO **PARKER**, WHAT NAME WOULD YOU **LIKE** ME TO CALL YOU?

HE NEVER APPEARS IN **DAYLIGHT**! I'LL HAVE TO WAIT TILL **NIGHT-FALL**!

IF I COULD JUST **FORGET** ABOUT HIM TILL THEN!

PETE! FOR GOODNESS SAKE... **WAKE UP!**

AND SO IT GOES FOR THE REST OF THE MORNING, UNTIL... SAY, PETE...!

I TELL YOU **SPIDEY'S INNOCENT**! WHY WOULD HE WANNA STEAL ANY CRUMMY **JEWELS**?

GOOD OL' **FLASH**.. DEFENDING ME, AS USUAL! IF HE ONLY **KNEW**..!

THAT **MARY JANE** MUST BE **SOME-THING!** YOU WERE **DAY-DREAMING** ABOUT HER IN CLASS ALL MORNING!

AND WHO CAN **BLAME** YOU?

THEN, WHILE WAITING FOR **NIGHT** TO FALL...

IT'S NO USE! I CAN'T EVEN CONCENTRATE ON PAINTING MY **CYCLE**!

I'VE GOT TO CLEAR MYSELF WITH THE **LAW**... FIND THE **LIZARD**.. AND RAISE SOME **MONEY** FOR AUNT **MAY**! THAT'S **ALL**!

BUT FINALLY, AS A SOFT BLANKET OF **DARKNESS** DESCENDS UPON THE CITY BELOW...

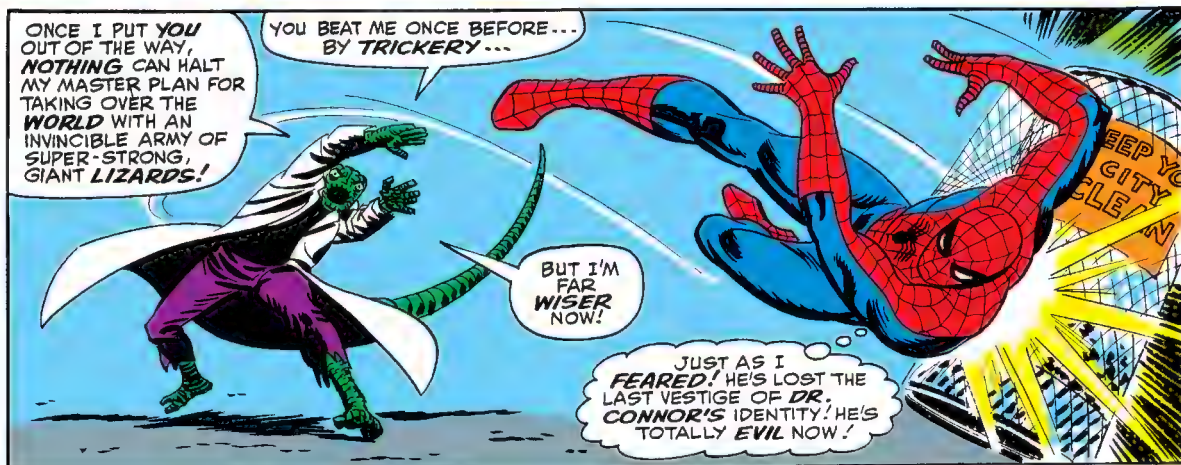
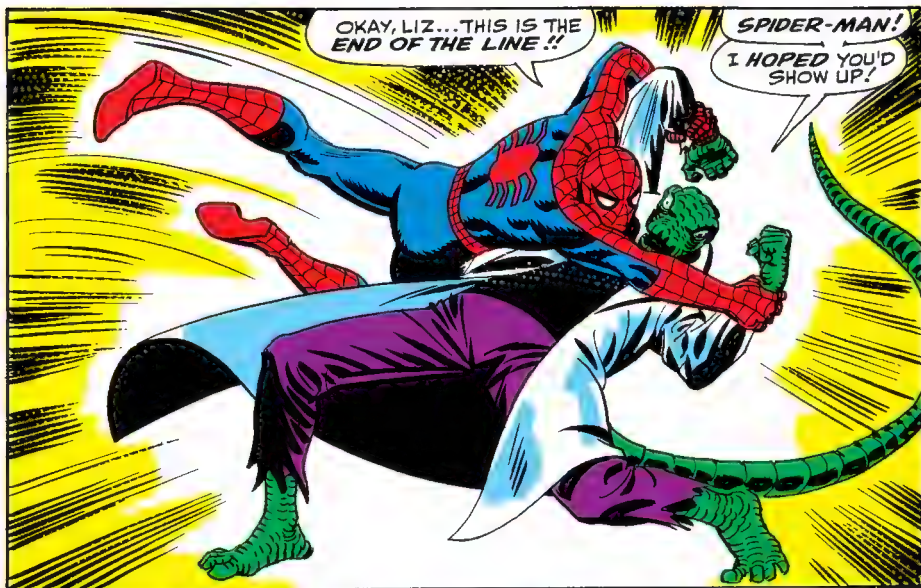
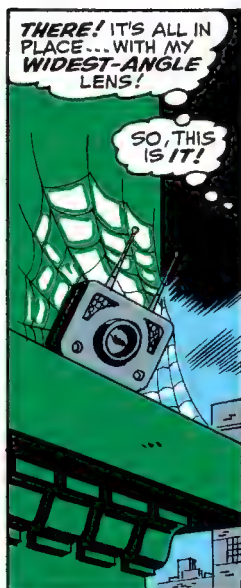
I'LL KEEP SEARCHING IF IT TAKES **ALL NIGHT**!

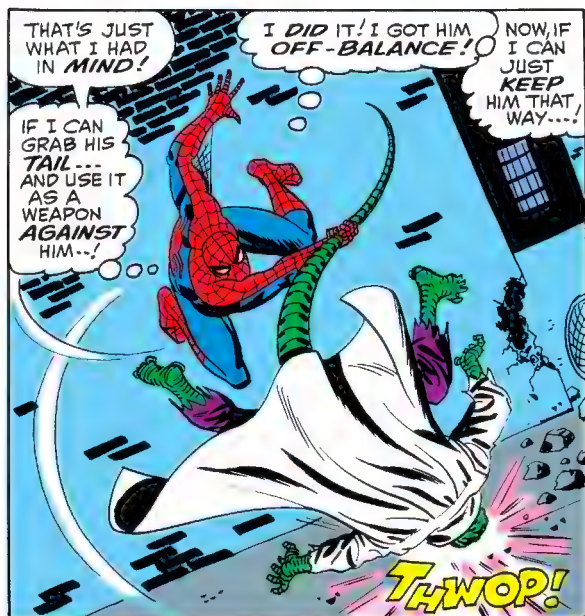
IF HE'S OUT TO **GET** ME, HE'S SURE TO **SHOW** HIMSELF SOONER OR LATER! AND I'M GONNA BE THERE WHEN HE **DOES**!

THEN, TRUE TO HIS WORD... SHORTLY AFTER MIDNIGHT...

IT'S **HIM**! AND HE DOESN'T **SEE** ME YET!

WITH **LUCK**, I'LL HAVE TIME TO SET UP MY **AUTOMATIC CAMERA** BEFORE I **TACKLE** HIM!





THAT'S JUST WHAT I HAD IN *MIND*!

IF I CAN GRAB HIS *TAIL*... AND USE IT AS A WEAPON *AGAINST* HIM...

I *DID* IT! I GOT HIM *OFF-BALANCE*!

NOW, IF I CAN JUST *KEEP* HIM THAT *WAY*...

THWOP!



LIZARD... *LISTEN* TO ME... YOU'VE GOT TO *LISTEN*!

I DON'T *WANT* TO HURT YOU... I WANT TO *HELP* YOU! YOU DON'T REALLY KNOW WHAT YOU'RE *DOING*!

YOU'RE *NOT* THE LIZARD! YOU'RE A *SCIENTIST*! YOUR NAME IS *CURTIS CONNORS*! HEAR? *CONNORS*! DOESN'T THAT NAME *MEAN* ANYTHING TO YOU? CAN'T YOU REMEMBER YOUR *WIFE*... YOUR *SON*?

YOU DON'T WANT TO HURT *THEM*, DO YOU? I *KNOW* YOU DON'T!



YOU *FOOL*! YOU THINK YOU CAN SAVE YOURSELF BY MAKING UP *FAIRY TALES*??!

I CARE FOR *NOBODY*!! THE LIZARD HAS ONLY *ONE* GOAL... TO DESTROY THE ENTIRE *HUMAN RACE*!

FLOK!

IT'S *NO USE*! HE'S TOO FAR GONE!... CAN'T REASON WITH HIM!

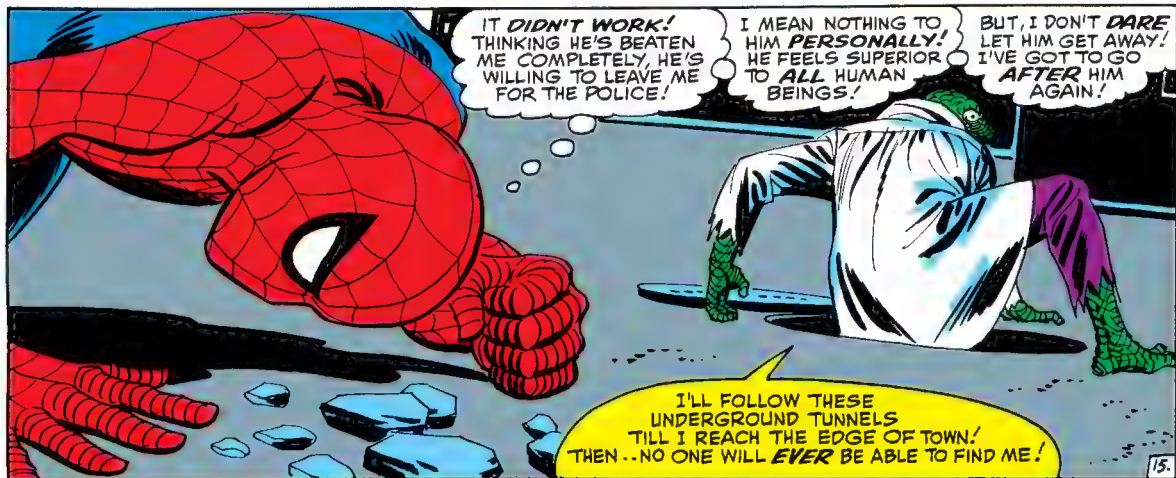
UHHH! HIS *TAIL*! TOO POWERFUL! CAN'T HOLD IT BACK... AGHH!



ALMOST KNOCKED THE *WIND* OUT OF ME! I'LL PLAY *POSSUM*... PRETEND TO BE *OUT*! THEN, WHEN HE REACHES TOWARDS ME, I'LL *GRAB* HIM AGAIN!

I'VE *WON*! I'VE DEFEATED *SPIDER-MAN* AT LAST!

BY THE TIME HE COMES TO, I'LL BE *SAFELY GONE*! AND THE *POLICE* WILL PROBABLY HAVE *FOUND* HIM BY THEN!

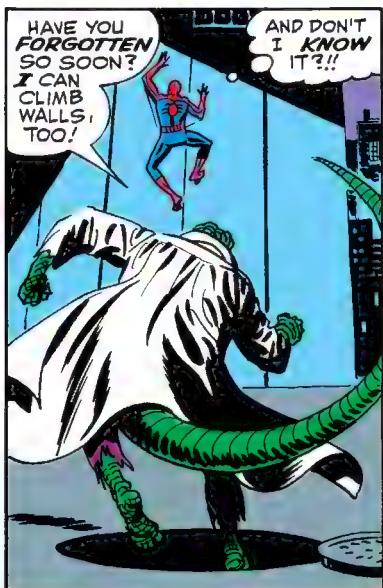
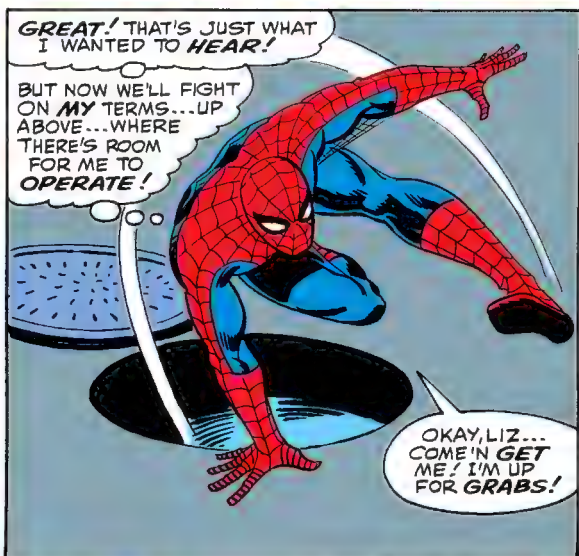
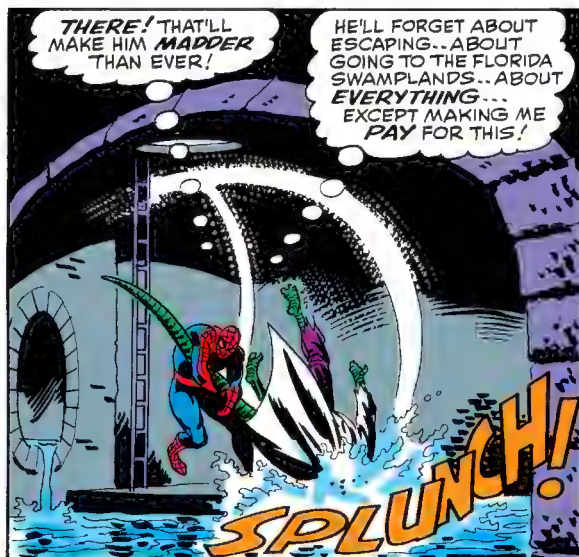


IT *DIDN'T* WORK! THINKING HE'S BEATEN ME COMPLETELY, HE'S WILLING TO LEAVE ME FOR THE *POLICE*!

I MEAN NOTHING TO HIM *PERSONALLY*! HE FEELS SUPERIOR TO *ALL* HUMAN BEINGS!

BUT, I DON'T *DARE* LET HIM GET AWAY! I'VE GOT TO GO *AFTER* HIM AGAIN!

I'LL FOLLOW THESE UNDERGROUND TUNNELS TILL I REACH THE *EDGE* OF TOWN! THEN... NO ONE WILL *EVER* BE ABLE TO FIND ME!





YOU **TRICKED** ME! YOU WANTED THE CROWD BELOW TO **SEE** ME SCALE THAT WALL!

AND THAT'S NOT **ALL** I WANTED!

I'M ALSO ITCHING FOR A CHANCE...

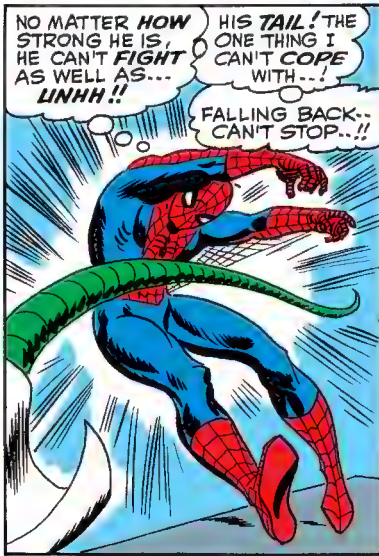


...TO DO **THIS!**



..AND **THIS!**

I'VE GOT TO KEEP **HAMMERING** AT HIM... NO MATTER WHAT!



NO MATTER **HOW** STRONG HE IS, HE CAN'T **FIGHT** AS WELL AS... **UNHH!!**

HIS **TAIL!** THE ONE THING I CAN'T **COPE** WITH...

FALLING BACK.. CAN'T STOP..!!



EVEN YOU CAN'T SURVIVE SUCH A PLUNGE!!

SO...THE **LIZARD** WINS AT **LAST!**



BUT THEN...

NOT WHILE I CAN STILL **SHOOT** MY **WEBBING**, HE DOESN'T!



AGAIN YOU'VE SAVED YOURSELF BY A STROKE OF **LUCK!**

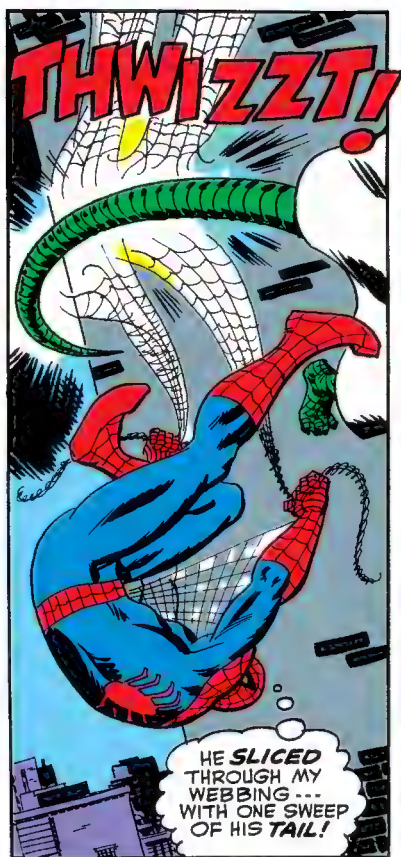
BUT YOU'VE ONLY WON A **TEMPORARY** RESPITE..!

I'LL FINISH YOU **FOREVER** BEFORE YOU CAN **MOVE!**



HE SLITHERED DOWN THAT WALL FASTER THAN A **REAL** LIZARD COULD HAVE DONE!

AND IT'S NOT HARD TO GUESS WHAT'S COMING **NEXT!**



HE SLICED THROUGH MY WEBBING... WITH ONE SWEEP OF HIS TAIL!



BUT, IT TAKES MORE THAN THAT TO MAKE THIS A SPIDEYLESS WORLD...!



...SO LONG AS I CAN SHOOT A WEB MATTRESS OUT BENEATH ME IN TIME TO BREAK MY FALL!



UHH! THE WEBBING SAVED ME... BUT I STILL HIT TOO HARD!

IT'S SPIDER-MAN!

HOW'D HE EVER GET UP FROM A FALL LIKE THAT?

DIDN'T HAVE TIME TO TWIST MY BODY AROUND... TO BREAK THE FALL--!

STAY WHERE YOU ARE! LET ME SEE THAT ARM... I'M A DOCTOR!

MY ARM... CAN'T MOVE IT! IT'S HURT... HURT REAL BAD...!



CAN'T GO DOWN THERE NOW! TOO MANY PEOPLE AROUND!

BUT, AT LEAST I PUT HIM OUT OF ACTION! HAH! HE'LL NEVER BE ABLE TO STOP ME NOW!



AND THEN, AS THE MURDEROUS, SUPER-POWERED MENACE SLITHERS AWAY INTO THE NIGHT...

YOU'RE MIGHTY LUCKY! IT'S ONLY A BAD SPRAIN... NO BONES BROKEN!

BUT, YOU MUSTN'T USE IT TILL THE SWELLING GOES DOWN! I'LL TAPE IT SECURELY FOR YOU!

THEN, I'LL TAKE YOU TO MY OFFICE WHERE I CAN GIVE YOU A COMPLETE PHYSICAL!

OH NO! TOO MUCH CHANCE OF A SMART MEDIC FIGURING OUT MY IDENTITY!

I'LL HELP YOU UP NOW...!



I'M MUCH OBLIGED, DOC...!

BUT I CAN STILL MAKE IT ON MY OWN!

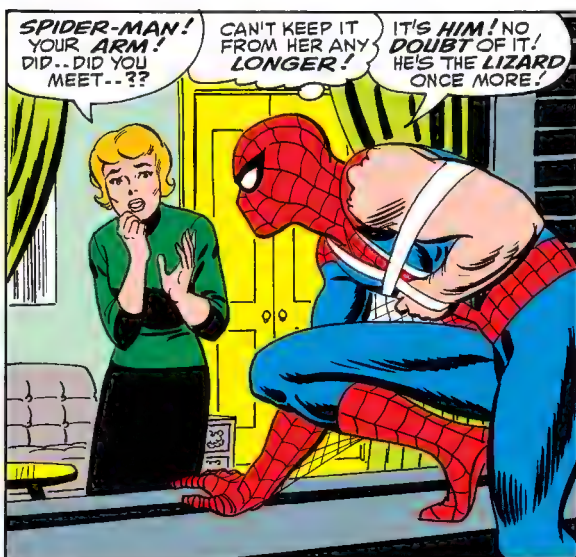
WAIT! THE POLICE WILL BE HERE SOON!

THEY'LL HAVE QUESTIONS...!

I'VE GOT TO MAKE SURE MRS. CONNORS IS OKAY!

CAN'T EVEN STOP FOR MY CAMERA NOW!

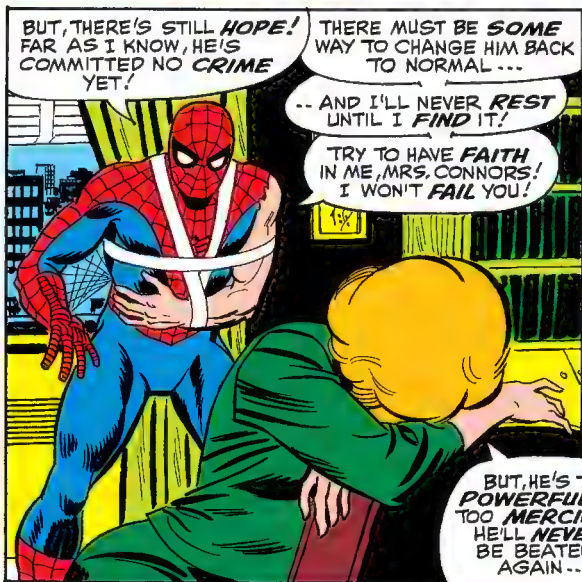
YOU ANSWER 'EM! I DON'T MIND!



SPIDER-MAN! YOUR ARM! DID... DID YOU MEET...??

CAN'T KEEP IT FROM HER ANY LONGER!

IT'S HIM! NO DOUBT OF IT! HE'S THE LIZARD ONCE MORE!



BUT, THERE'S STILL HOPE! FAR AS I KNOW, HE'S COMMITTED NO CRIME YET!

THERE MUST BE SOME WAY TO CHANGE HIM BACK TO NORMAL...

-- AND I'LL NEVER REST UNTIL I FIND IT!

TRY TO HAVE FAITH IN ME, MRS. CONNORS! I WON'T FAIL YOU!

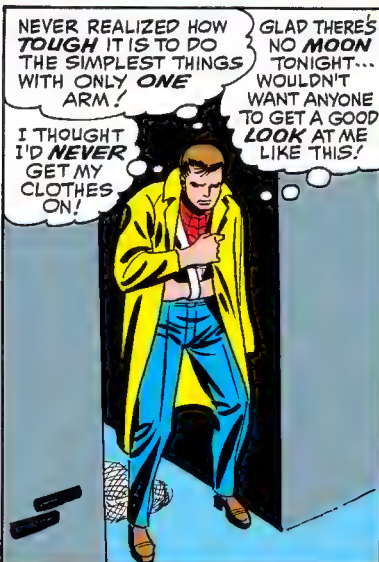
BUT, HE'S TOO POWERFUL... TOO MERCILESS! HE'LL NEVER BE BEATEN AGAIN...!



SHE'S TAKING IT AWFULLY HARD!

THERE WAS NOTHING I COULD SAY TO REASSURE HER!

MIGHT AS WELL RETURN HOME... CAN'T BEAR TO SEE A WOMAN CRY...!



NEVER REALIZED HOW TOUGH IT IS TO DO THE SIMPLEST THINGS WITH ONLY ONE ARM!

I THOUGHT I'D NEVER GET MY CLOTHES ON!

GLAD THERE'S NO MOON TONIGHT... WOULDN'T WANT ANYONE TO GET A GOOD LOOK AT ME LIKE THIS!



FINALLY, THIRTY MINUTES LATER...

HOME AT LAST! NOW TO...

UH OH! THE PHONE!

RRRRING!

WHO CAN IT BE?



OH! AUNT MAY...!

IN THE EXCITEMENT I NEARLY FORGOT ABOUT HER!

YES, I REMEMBER YOU SAID YOU'D CALL! HOW WAS YOUR TRIP? DO YOU FEEL OKAY?

IF ONLY MY ARM WOULD STOP ACHING!



IT WAS A **LOVELY** TRIP, DEAR... AND EVERYTHING IS JUST **FINE**!

BUT YOUR VOICE SOUNDS SO **WEAK**! IS ANYTHING **WRONG**? ARE YOU GETTING ENOUGH **SLEEP**?

SURE! I'VE NEVER BEEN **BETTER**! WE MUST HAVE A **BAD CONNECTION**!



NOW ENJOY EVERY **MINUTE** OF IT, HEAR? THINGS ARE **GREAT** BACK HOME... SO RELAX AND HAVE A GOOD **REST**!

CAN'T LET HER **WORRY** ABOUT ME... NO MATTER **WHAT**!

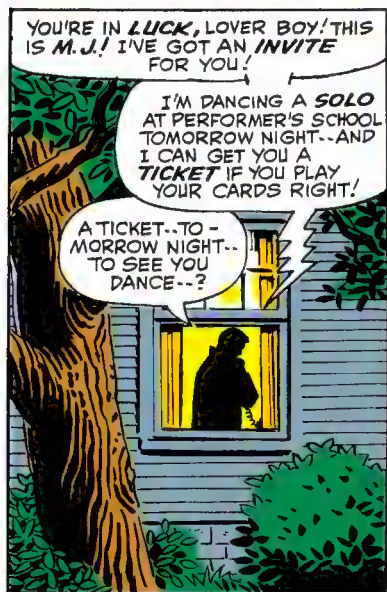
I'LL TALK TO YOU **AGAIN** REAL SOON! SLEEP WELL NOW... GOOD NIGHT, **AUNT MAY**!



IT'S LUCKY I GOT THROUGH **THAT** WITH... WHA? THE **PHONE** AGAIN!

I'VE GOT TO GET SOME **REST**! I JUST WON'T **ANSWER** IT!

NO... IT MIGHT BE **IMPORTANT**!



YOU'RE IN **LUCK**, LOVER BOY! THIS IS **M.J.**! I'VE GOT AN **INVITE** FOR YOU!

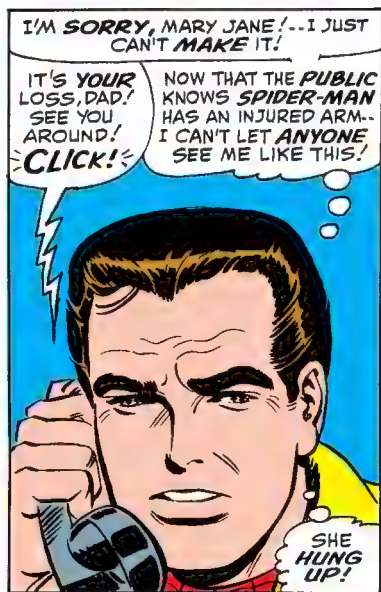
I'M DANCING A **SOLO** AT PERFORMER'S SCHOOL TOMORROW NIGHT--AND I CAN GET YOU A **TICKET** IF YOU PLAY YOUR CARDS **RIGHT**!

A **TICKET**--TO--MORROW NIGHT--TO SEE YOU **DANCE**--?



HOLD ON, PETEY-O! TRY TO **COOL** IT, DAD! YOUR **ENTHUSIASM** IS OVERWHELMING!

I KNOW YOU'RE **THERE**, TIGER... I CAN STILL HEAR **BREATHING**!



I'M **SORRY**, MARY JANE!--I JUST CAN'T **MAKE** IT!

IT'S YOUR **LOSS**, DAD! SEE YOU **AROUND**! **CLICK!**

NOW THAT THE **PUBLIC** KNOWS **SPIDER-MAN** HAS AN INJURED **ARM**--I CAN'T LET **ANYONE** SEE ME LIKE THIS!

SHE **HUNG UP**!



WHAT HAPPENS **NEXT**?

I'M AFRAID TO BE **SEEN** WITH MY ARM THIS WAY... BUT I CAN'T STAY HIDDEN IN THE **HOUSE** FOR **DAYS**!

MARY JANE MUST BE WRITING ME **OFF** BY NOW... AND I LEFT MY CAMERA BEHIND, WHERE SOMEONE MAY **FIND** IT!

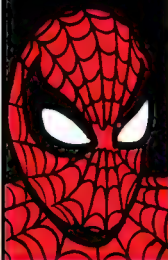
I'M FURTHER THAN **EVER** FROM THE EXTRA MONEY I NEED FOR **AUNT MAY**... OR FROM HELPING **DOC CONNORS** AND HIS **FAMILY**!

AND, TO TOP IT ALL OFF, THE **LIZARD** IS STILL AT LARGE... CAPABLE OF **ANYTHING**... WHILE I SIT HERE... **HELPLESS**!

WHAT'S **WRONG** WITH ME? WHY DO THINGS WORK **OUT** THIS WAY?

WHEN WILL I COME TO MY SENSES AND STOP **BUCKING FATE**... AND GIVE UP BEING **SPIDER-MAN** FOREVER?!!

DON'T DESPAIR, SPIDEY-FAN!
"..."
THERE'S MORE NEXT ISH!
IT'S A BOMB-SHELL!



**MARVEL
COMICS
GROUP**

12¢ 45
IND. FEB

the **AMAZING SPIDER-MAN**



**ONE OF THE
WILDEST
OF ALL
SPIDEY'S
BATTLES!**



"SPIDEY SMASHES OUT!"

THE AMAZING SPIDER-MAN!

"SPIDEY SMASHES OUT!"

LAST TIME WE FOUGHT, I WASN'T ABLE TO STOP THE LIZARD WITH **BOTH** ARMS...SO NOW MY TASK WILL BE **TWICE** AS DANGEROUS! BUT... I'VE GOT TO **TRY!**

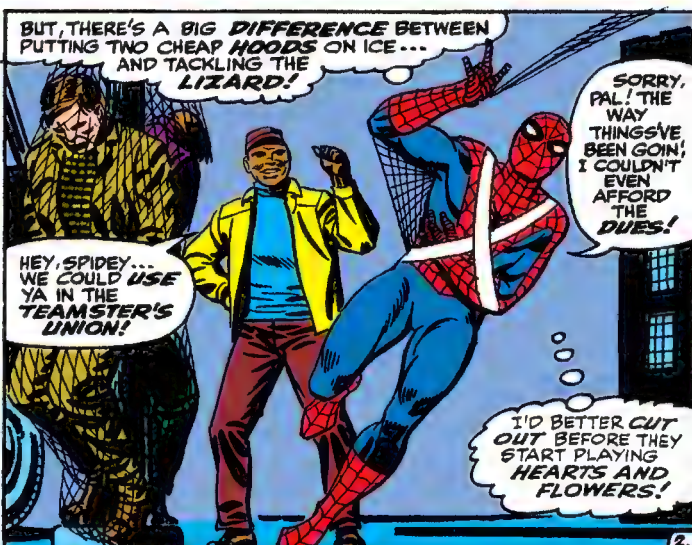
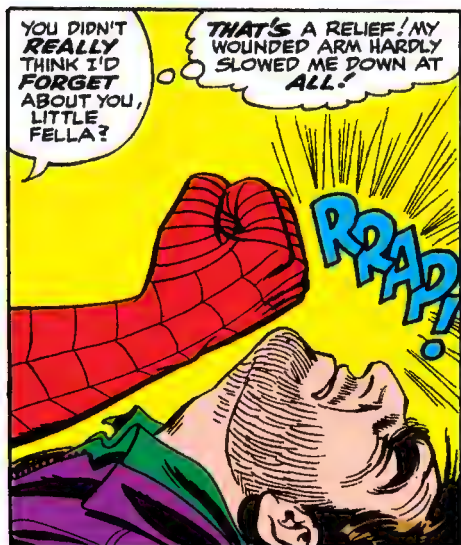
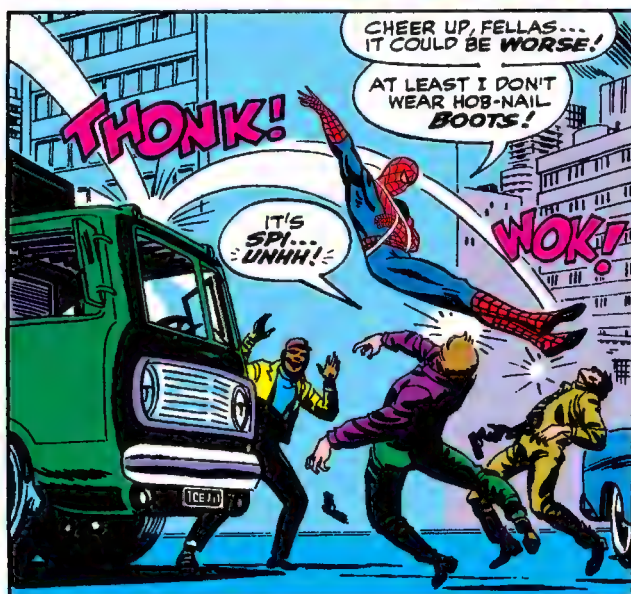
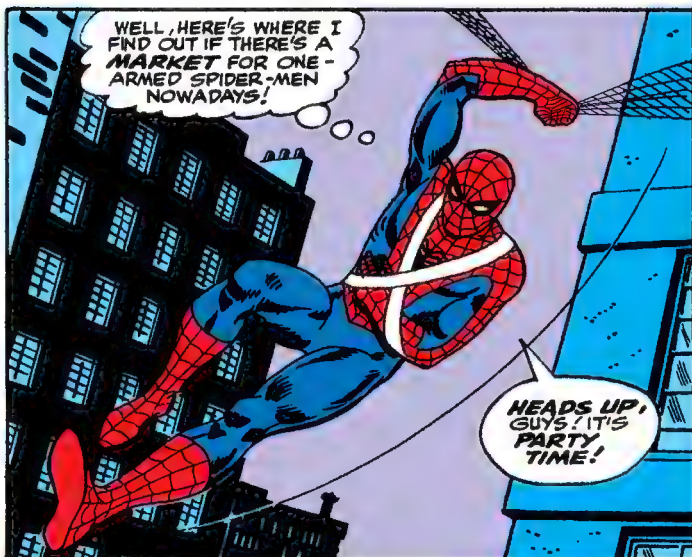
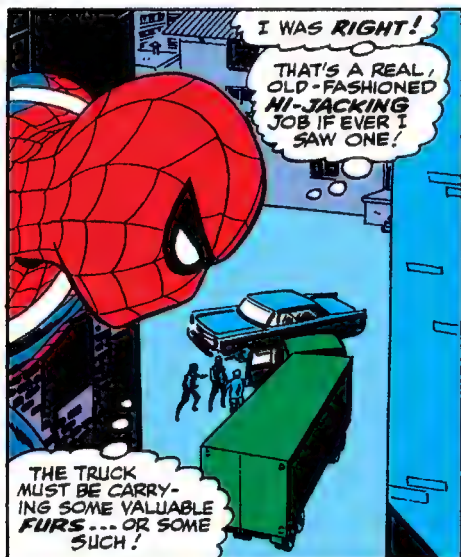
LAST ISH, WE SAW OUR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** INJURE HIS ARM WHILE BATTLING THE DEADLY **LIZARD!** BUT, WITH HIS SUPER-POWERED FOE STILL AT LARGE, HOPING TO POPULATE THE ENTIRE **WORLD** WITH AN ARMY OF GIANT LIZARDS, **SPIDEY** KNOWS HE DARE NOT REMAIN HOME NURSING HIS WOUND... NO MATTER **WHAT!**

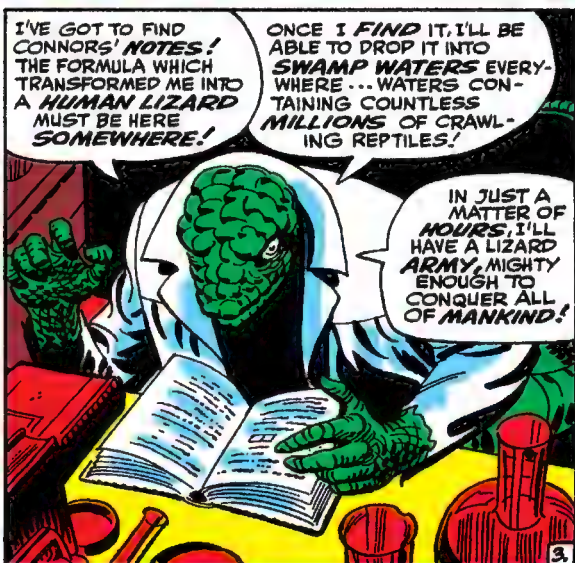
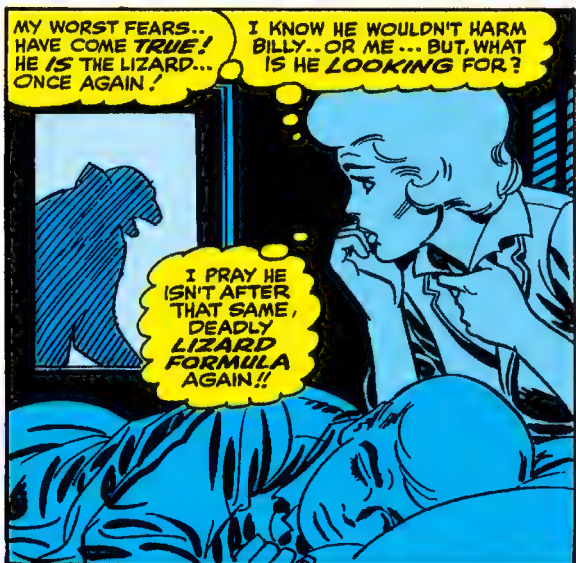
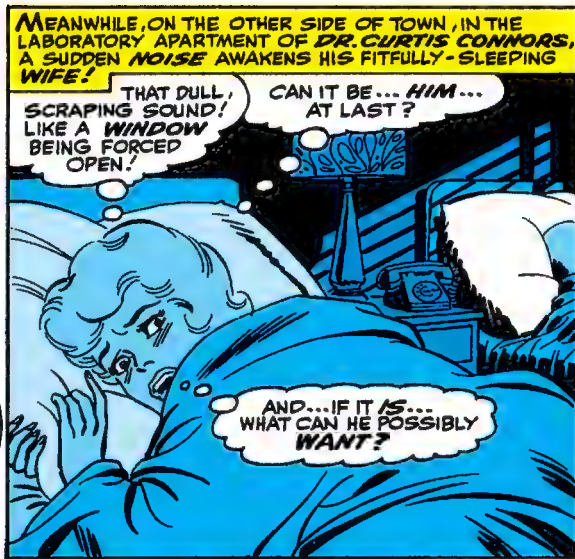
THAT **NOISE...** FROM AROUND THE CORNER! SOUNDS LIKE **TROUBLE!**

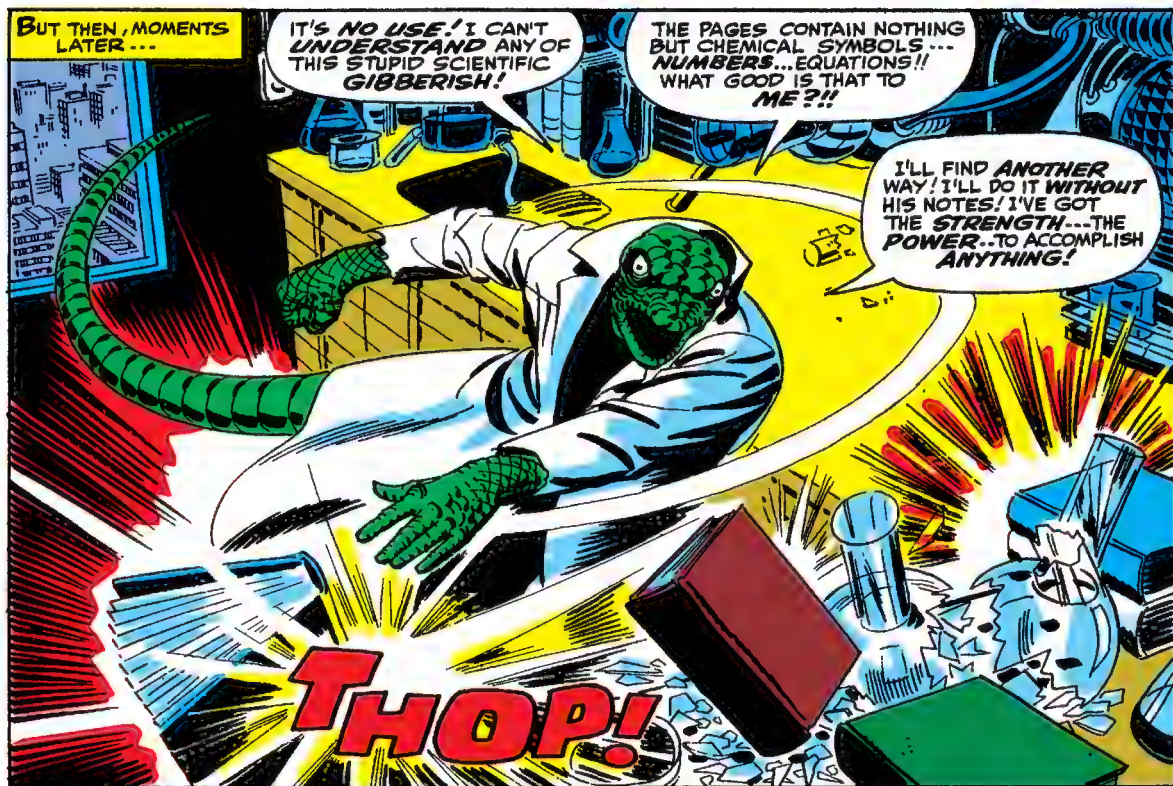
SKREEE!

STAN (THE MAN) LEE... [^] JOHN (RING-A-DING) ROMITA
ADVENTURE IN AGONIZING ACTION

LETTERING - SAM ROSEN... ^{WEB-} UNTANGLING - IRV FORBUSH







THE NEXT MORNING, AT THE OFFICE OF THE DAILY BUGLE, WE FIND...

THINGS ARE PRETTY **SLOW** RIGHT NOW... SO THIS IS MY CHANCE TO ASSUME THE IDENTITY OF **PATCH**, THE UNDERWORLD INFORMER, AND KEEP MY EYE ON **PETER PARKER**!

I'VE GOT TO LEARN HOW HE MANAGES TO GET SO MANY EXCLUSIVE PHOTOS OF **SPIDER-MAN**!

FOSWELL!

WHERE IN BLUE BLAZES DO YOU THINK YOU'RE GOING?

I'M NOT RUNNIN' A BLASTED TRAVEL AGENCY AROUND HERE!

I JUST THOUGHT I'D MOSEY AROUND TOWN, MR. JAMESON, AND SEE IF I COULD PICK UP SOME **LEADS** ON A NEW STORY!

FORGET IT, MISTER! THE LIZARD WAS SIGHTED LAST NIGHT! SEE WHAT YOU CAN DIG UP ABOUT HIM!

WELL, THAT TAKES CARE OF THAT! I'LL HAVE TO PUT OFF TAILING PARKER TILL SOME OTHER TIME!

DON'T JUST STAND THERE! GET GOING!

WHAT'S WITH YOU TWO, AGAIN?? HOW MANY TIMES DO I HAVETA TELL YOU TO MAKE YOUR **BLAMED WEDDING PLANS** ON YOUR OWN TIME??

SORRY, J.J.... BUT IT WAS **BETTY'S COFFEE BREAK**, SO WE THOUGHT...

I'LL DO THE THINKING HERE! DOESN'T ANYONE DO A FULL DAY'S WORK ANY MORE?

BUT, IT'S **NED'S COFFEE BREAK**, ALSO!

THAT **SINKS** IT! THE WHOLE WORLD IS AGAINST ME!

I WORK MY **FINGERS** TO THE BONE, KEEPING THIS NEWSPAPER TOGETHER... JUST TO PROVIDE **JOBS** FOR EVERYONE... AND **THAT'S** THE THANKS I GET FOR IT!

IT'S LIKE I ALWAYS SAY... EVERYONE TAKES **ADVANTAGE** OF ME BECAUSE I'M TOO **SOFT-HEARTED**!

THE OLD HYPOCRITE. HE MEANS **SOFT-HEADED**!

HUSH, PARDNERS! WE CAN'T AFFORD TO BE FIRED TO INVITE **PETER PARKER**... NOW, BACK TO OUR LIST...

BUT, AT THIS PARTICULAR TIME, MISTER PARKER HAS **OTHER, LESS ROMANTIC MATTERS** TO CONCERN HIM...

I'VE PROVEN THAT I CAN HANDLE MYSELF IN A FIGHT... EVEN WITH **ONE** ARM... BUT NOW I'VE GOT **ANOTHER** PROBLEM...

EVERYONE KNOWS THAT **SPIDER-MAN** HAS AN INJURED LEFT ARM...

SO WHAT'LL HAPPEN WHEN **PETER PARKER** IS SEEN AROUND TOWN ALSO SPORTING HIS WING IN A SLING?

MAYBE I CAN **FAKE** IT, BY KEEPING MY HAND IN MY **POCK... OW!** NO... IT'S TOO **PAINFUL**!

THE **HECK** WITH IT! A FELLA HAS TO TAKE **SOME CHANCES**, I'LL JUST **BLUFF** MY WAY THROUGH!

WHY SHOULD ANYONE TRY TO CONNECT **ME** WITH **SPIDEY**? I COULD HAVE HURT MY ARM ON MY **CYCLE**!

THAT'S IT! THAT'S THE EXCUSE I'LL USE!

ANYTHING'S BETTER THAN HIDING INDOORS LIKE A **COWARD**!

I'LL HAVE TO GRAB A **BUS** THIS MORNING! CAN'T USE MY WHEELS WITH ONLY ONE HAND!

BOY, MARY JANE WILL **FLIP** WHEN SHE SEES HOW **ZINGY** IT LOOKS SINCE I PAINTED IT **RED**!

LATER, AT THE CAMPUS OF GOOD OL' E.S.U...

JUST MY LUCK! THE FIRST JOKER I RUN INTO HAS TO BE **FLASH THOMPSON**! OH WELL...

WILLYA LOOK AT THAT, HARRY! IT'S **PUNY PARKER**, WITH HIS ARM IN A SLING!

WHATCHA TRYIN' TO DO, USELESS...? MAKE US THINK YOU'RE **SPIDER-MAN**?

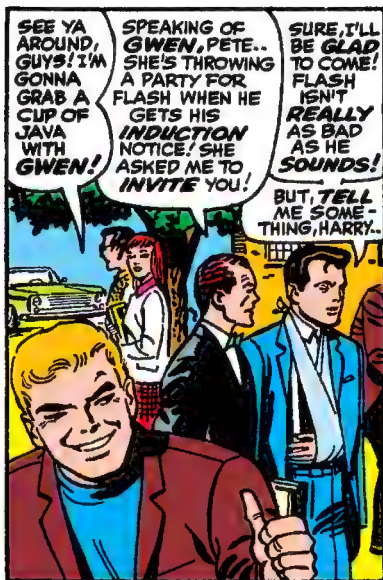
IF HE IS, HE'S SURE DOING IT THE **HARD WAY**!

VER-RY FUNNY, GROUP! ALMOST AS FUNNY AS SPRAINING YOUR ARM WHILE DRIVING A **CYCLE**!

AWW, DON'T BE **ANGRY**, PETE! I **FIGURED** THAT MUST BE WHAT HAPPENED!

THAT'S WHAT YOU GET FOR RIDING THAT THING, SON. A CHARACTER LIKE YOU BELONGS ON A **TRICYCLE**!

WHEW! IT WENT EASIER THAN I EXPECTED! I SHOULD HAVE **KNOWN** THEY'D NEVER LINK ME WITH **SPIDEY**!



SEE YA AROUND, GUYS! I'M GONNA GRAB A CUP OF JAVA WITH GWEN!

SPEAKING OF GWEN, PETE... SHE'S THROWING A PARTY FOR FLASH WHEN HE GETS HIS INDUCTION NOTICE! SHE ASKED ME TO INVITE YOU!

SURE, I'LL BE GLAD TO COME! FLASH ISN'T REALLY AS BAD AS HE SOUNDS!

BUT, TELL ME SOMETHING, HARRY...



HOW COME GWEN DIDN'T ASK ME HERSELF?

LET'S FACE IT, SON... YOU HAVEN'T BEEN AROUND THAT MUCH SINCE MARY JANE MADE THE SCENE!

OH...I...I GUESS YOU'RE RIGHT!



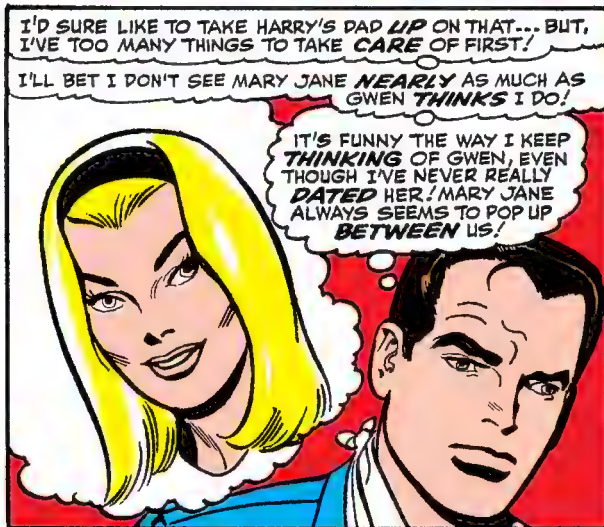
BUT, IT'S NOT JUST MARY JANE'S FAULT... SENDING MY AUNT MAY AWAY FOR A VACATION TOOK ALL THE MONEY I HAD... AND I'VE BEEN KEEPING KIND'A BUSY TRYING TO SELL JAMESON SOME NEW PIX!

I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT, PETE!

Y'KNOW MY DAD'S A CHEMIST, AND HE CAN USE A BRAINY SCIENCE MAJOR AS A PART-TIME HELPER!

THAT'S DARN NICE OF YOU, HARRY! I'LL REALLY THINK ABOUT IT!

NO RUSH, FELLA! WHENEVER YOU'RE READY, SAY THE WORD!



I'D SURE LIKE TO TAKE HARRY'S DAD UP ON THAT... BUT, I'VE TOO MANY THINGS TO TAKE CARE OF FIRST!

I'LL BET I DON'T SEE MARY JANE NEARLY AS MUCH AS GWEN THINKS I DO!

IT'S FUNNY THE WAY I KEEP THINKING OF GWEN, EVEN THOUGH I'VE NEVER REALLY DATED HER. MARY JANE ALWAYS SEEMS TO POP UP BETWEEN US!



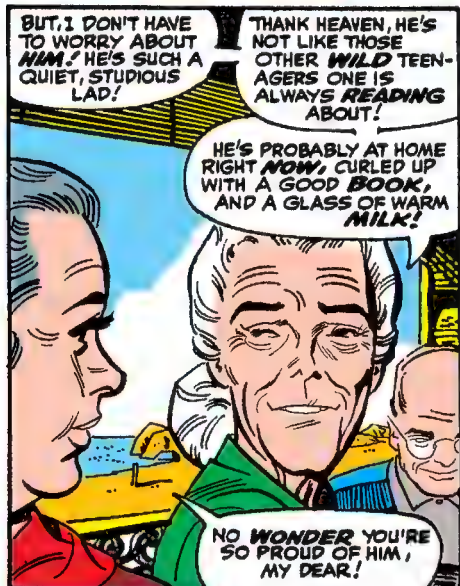
MEANWHILE, AT A QUIET SEASHORE RESORT, WE FIND THE OTHER FEMALE IN PETER PARKER'S LIFE, RECOVERATING FROM HER RECENT ILLNESS...

YOU'RE FROM NEW YORK CITY, AREN'T YOU, MRS. PARKER?

IT MUST BE TERRIBLE LIVING THERE WITH CREATURES LIKE THE LIZARD STILL AT LARGE!

OH DEAR! MY NEPHEW, PETER, IS THERE RIGHT NOW, HE'S A FRESHMAN AT E.S.U.!

DAILY BUGLE
LIZARD MENACES NEW YORK

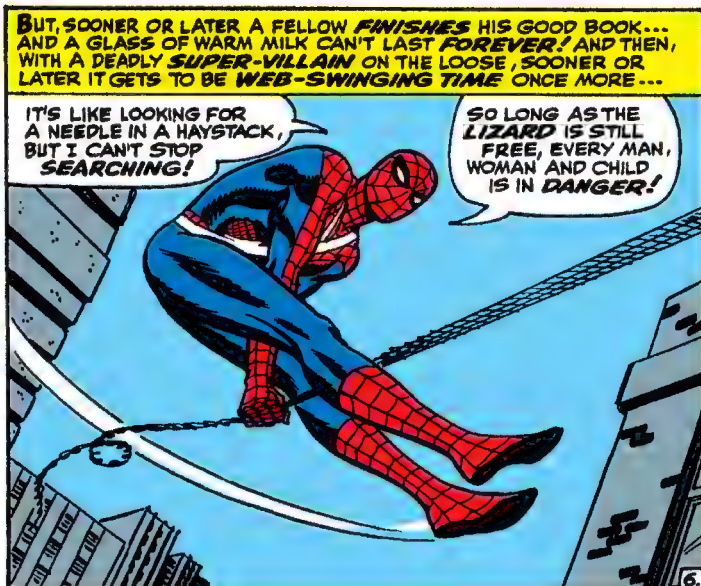


BUT, I DON'T HAVE TO WORRY ABOUT HIM! HE'S SUCH A QUIET, STUPIDOUS LAD!

THANK HEAVEN, HE'S NOT LIKE THOSE OTHER WILD TEEN-AGERS ONE IS ALWAYS READING ABOUT!

HE'S PROBABLY AT HOME RIGHT NOW, CURLED UP WITH A GOOD BOOK, AND A GLASS OF WARM MILK!

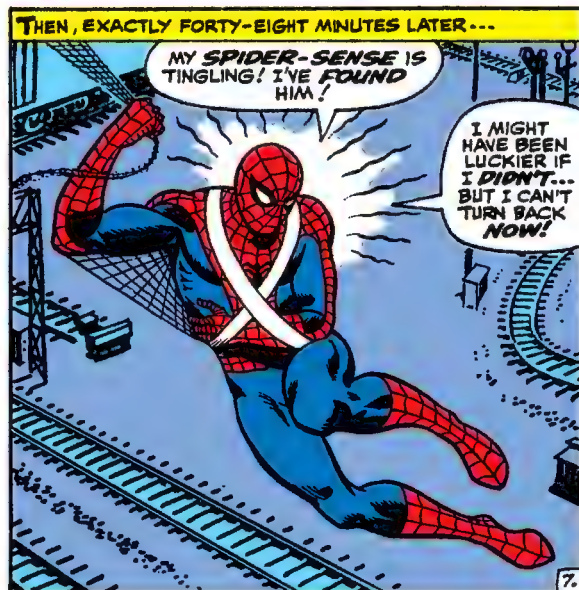
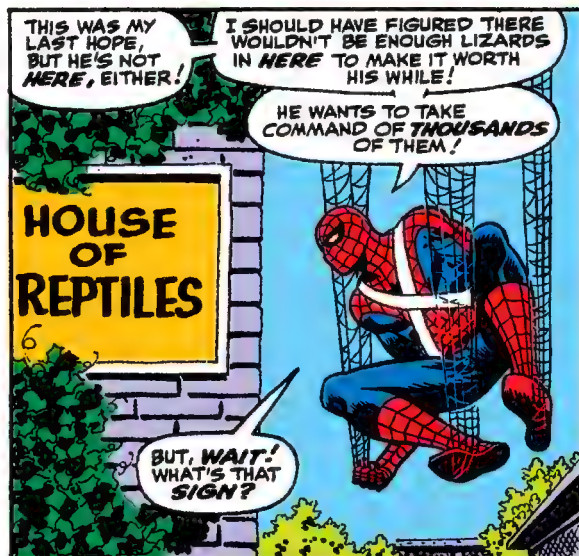
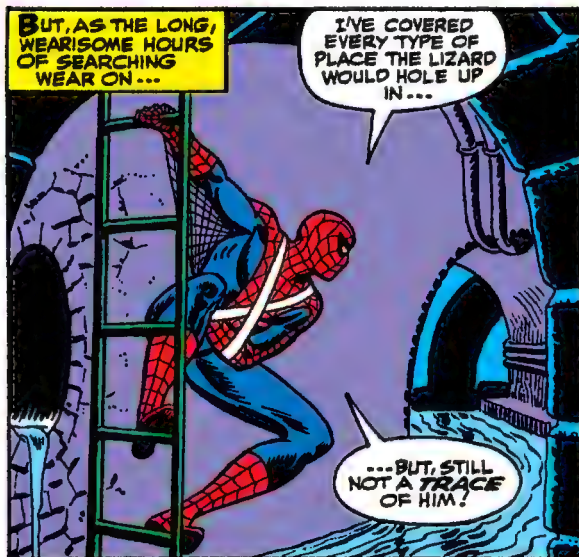
NO WONDER YOU'RE SO PROUD OF HIM, MY DEAR!

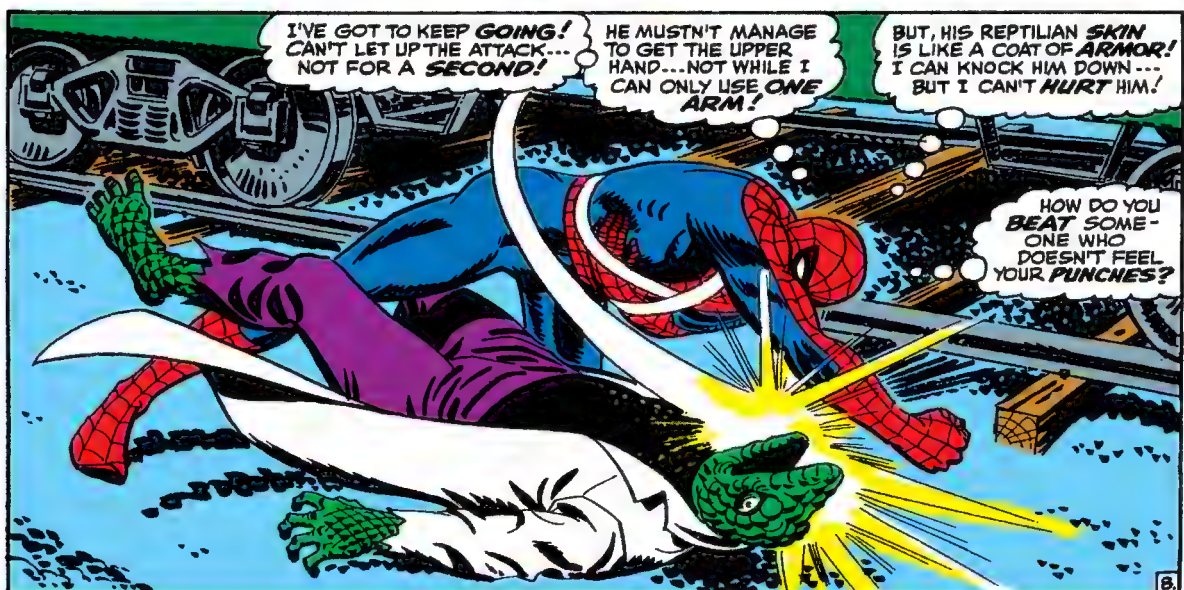
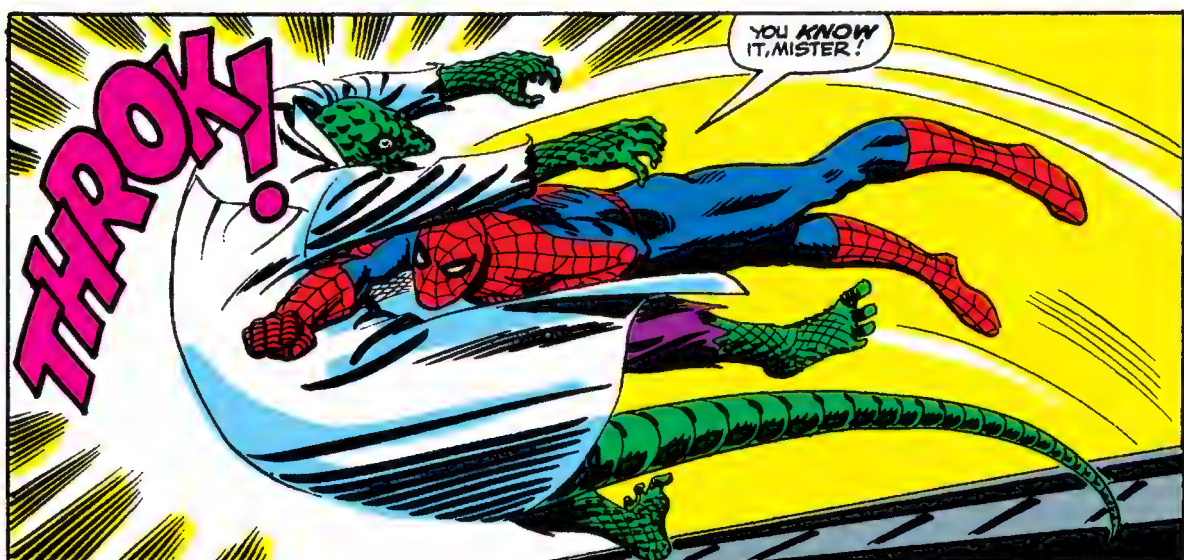
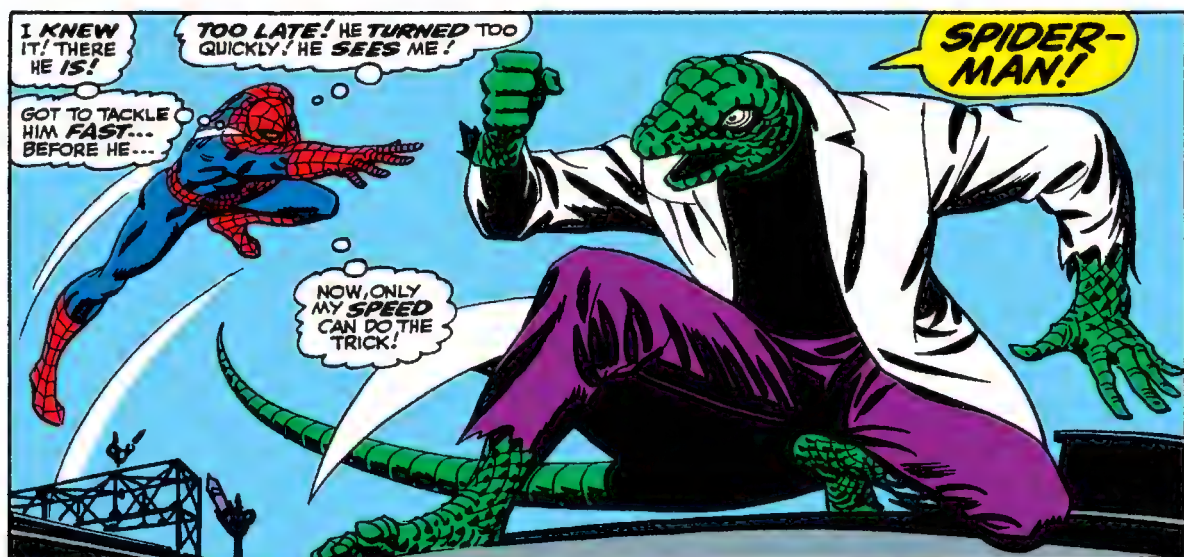


BUT, SOONER OR LATER A FELLOW FINISHES HIS GOOD BOOK... AND A GLASS OF WARM MILK CAN'T LAST FOREVER! AND THEN, WITH A DEADLY SUPER-VILLAIN ON THE LOOSE, SOONER OR LATER IT GETS TO BE WEB-SWINGING TIME ONCE MORE...

IT'S LIKE LOOKING FOR A NEEDLE IN A HAYSTACK, BUT I CAN'T STOP SEARCHING!

SO LONG AS THE LIZARD IS STILL FREE, EVERY MAN, WOMAN AND CHILD IS IN DANGER!





THEN, AS IF IN ANSWER TO SPIPEY'S SILENT QUESTION...

YOU BRAINLESS, BUMBLING FOOL! NOW YOU'LL LEARN YOUR LESSON...YOUR FINAL LESSON!

WHEN YOUR TWO ARMS WERE HELPLESS AGAINST ME *BEFORE*, WHAT DID YOU EXPECT TO ACCOMPLISH *NOW*?

TAPT!

UGH! HIS TAIL! COULDN'T DODGE IT IN TIME...

THIS TIME YOU WON'T ESCAPE ME *ALIVE*! I'LL SEE TO IT THAT YOU NEVER INTERFERE WITH ME *AGAIN*!

SPRUNCH!

NOT IF MY SPIDER-SPEED DOESN'T FAIL ME, YOU *WON'T*!

I *DID* IT! I MADE HIM DROP THE PIECE OF RAIL! BUT THE ODDS ARE *STILL* ALL ON HIS SIDE!

I CAN'T STOP MYSELF FROM *PULLING* MY PUNCHES... KNOWING HE'S REALLY CURT CONNORS!

BUT, THE LIZARD HAS NO SUCH SCRUPLES... AS HE STRIKES BACK WITH EVERY IOTA OF POWER HE POSSESSES...

YOUR SKIN IS NOTHING BUT WEAK, HUMAN FLESH... WHAT CHANCE CAN YOU HAVE AGAINST MY POUNDING REPTILE FISTS?!!

THOP!

EVERYTHING SPINNING 'ROUND... CAN'T BREAK FREE IN TIME!!

THE AMAZING SPIDER-MAN! HAH!

TO ME, YOUR POWER IS A JOKE!

HAVE TO STAY LIMP... PREPARE FOR IMPACT!

MUSTN'T LAND ON WEAK ARM...!

BUT YOU'LL BE IN NO CONDITION TO LAUGH!

BTAM!

UNHHHH!!

AT LEAST... I MANAGED TO RELAX... LETTING MY MUSCLES CUSHION MOST OF THE SHOCK!

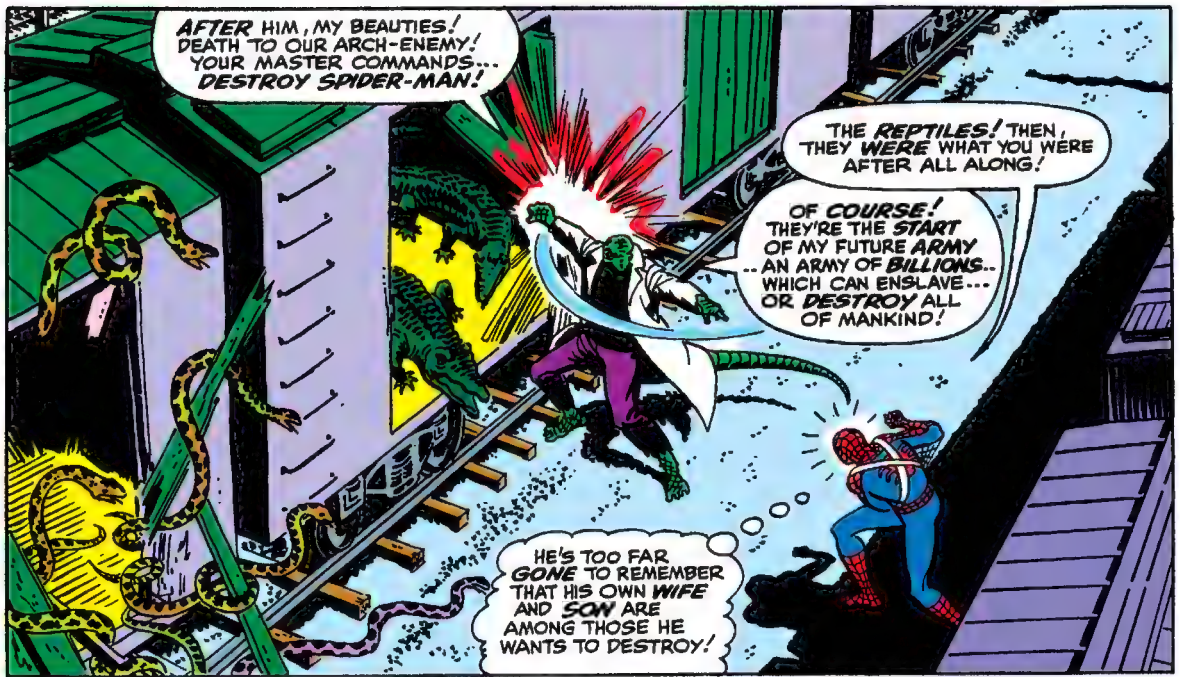
SO! YOU STILL LIVE!

BAH! NO NEED TO WASTE ANY MORE OF MY STRENGTH ON YOU!

NOT WHEN MY COUNTLESS POWERFUL ALLIES CAN DO THE JOB FOR ME!

THRAK!

WHA... WHAT'S HE DOING NOW?!



AFTER HIM, MY BEAUTIES!
DEATH TO OUR ARCH-ENEMY!
YOUR MASTER COMMANDS...
DESTROY SPIDER-MAN!

THE *REPTILES*! THEN,
THEY *WERE* WHAT YOU WERE
AFTER ALL ALONG!

OF *COURSE*!
THEY'RE THE *START*
OF MY FUTURE *ARMY*...
AN ARMY OF *BILLIONS*...
WHICH CAN ENSLAVE...
OR *DESTROY* ALL
OF MANKIND!

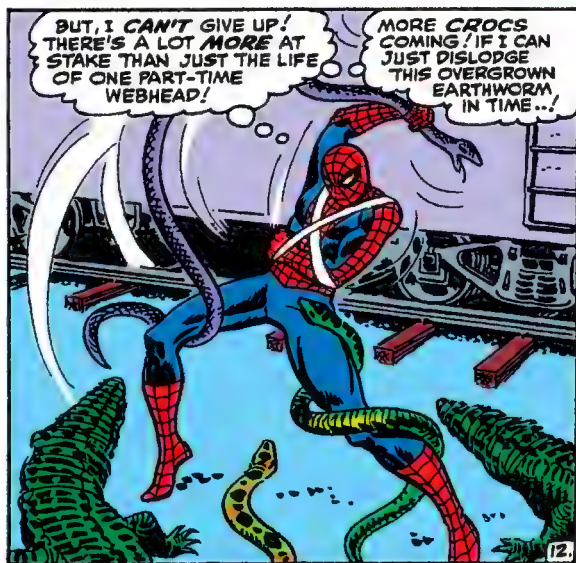
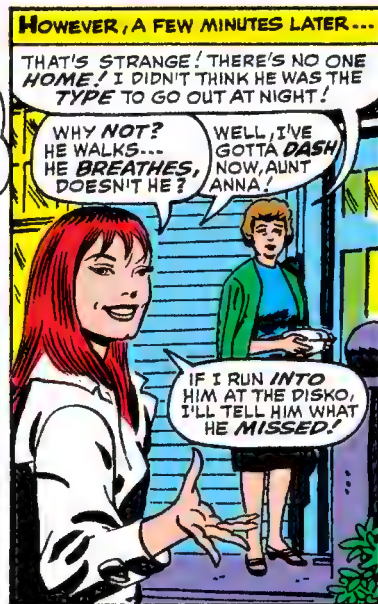
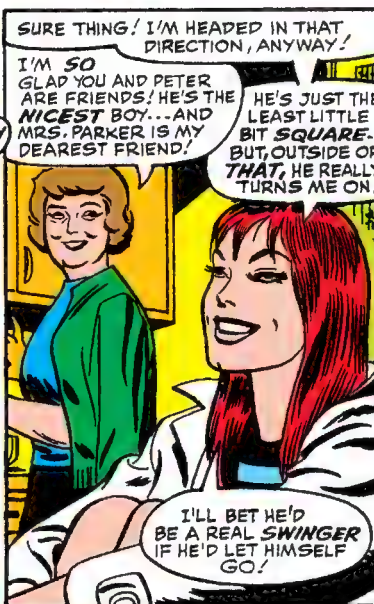
HE'S TOO FAR
GONE TO REMEMBER
THAT HIS OWN *WIFE*
AND *SON* ARE
AMONG THOSE HE
WANTS TO DESTROY!

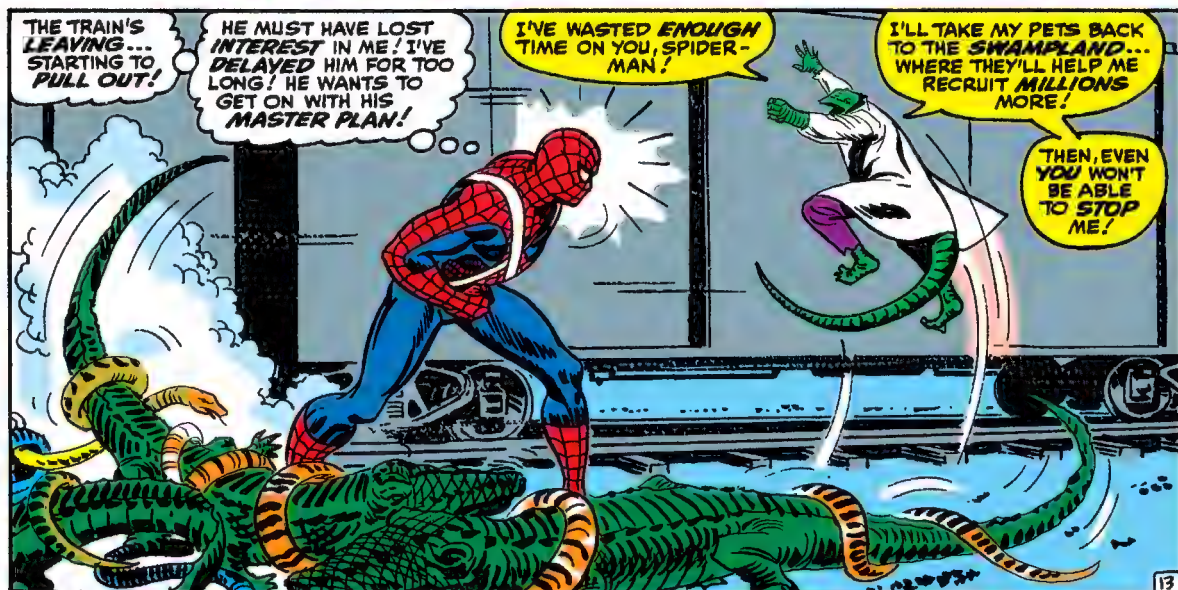
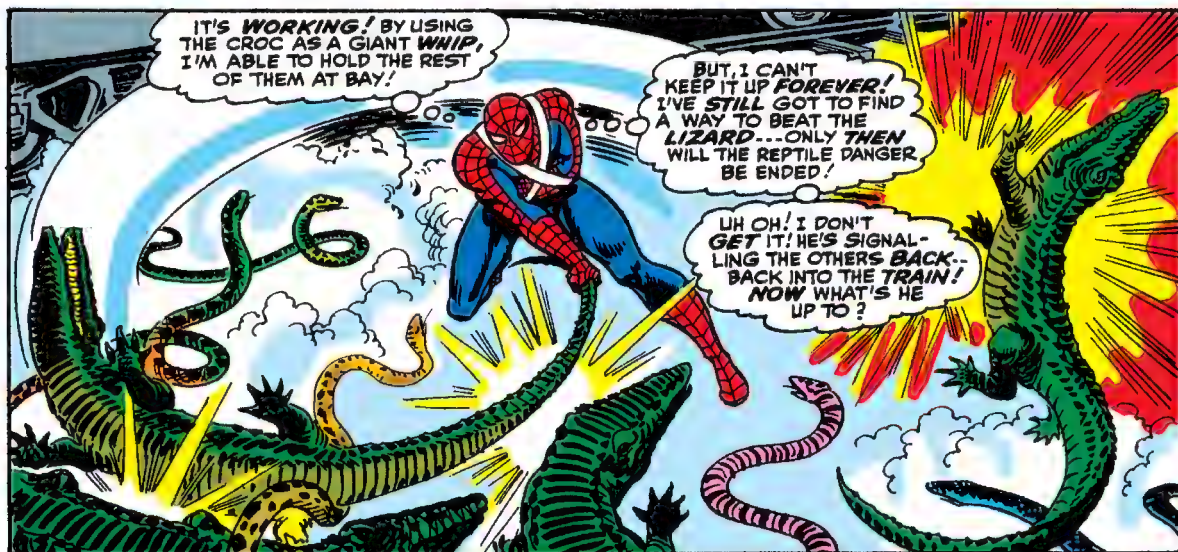
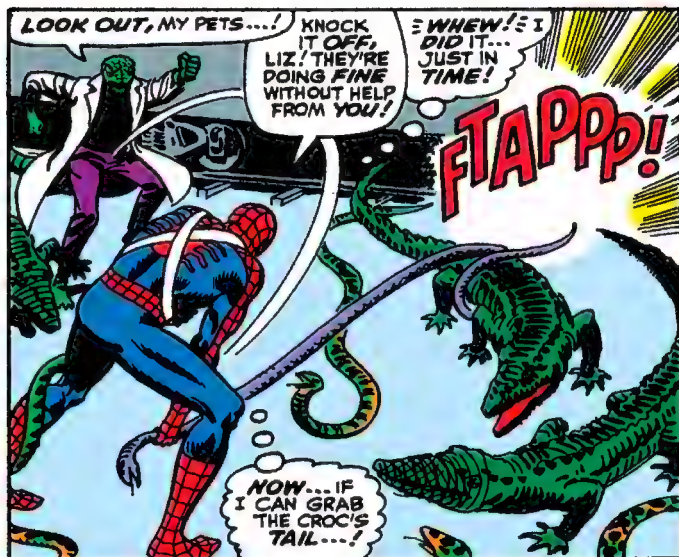


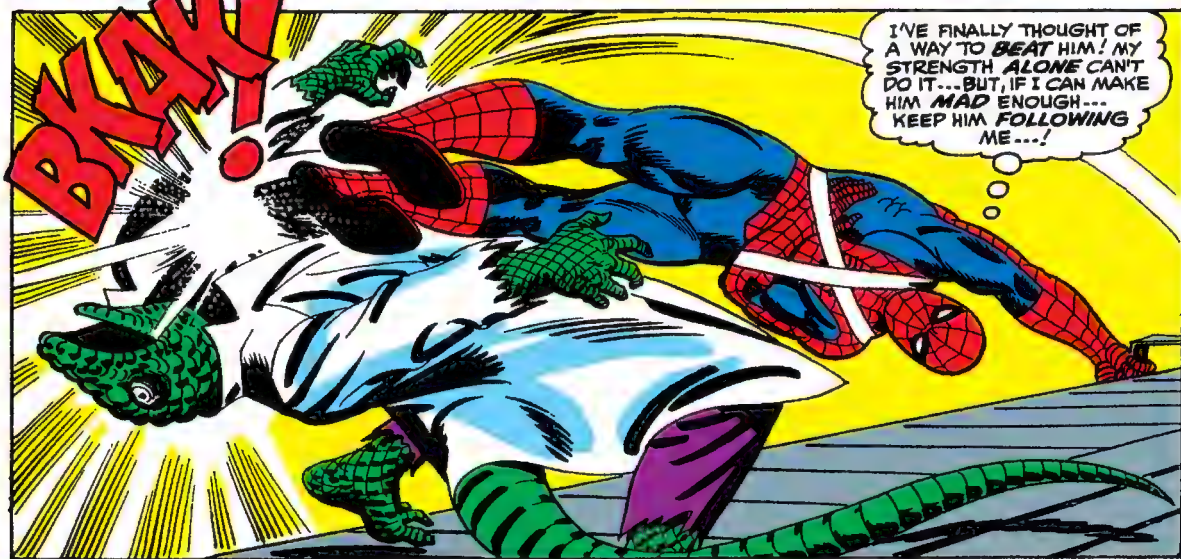
BUT, I'VE NO TIME TO WORRY ABOUT
THAT NOW! I'VE ONLY GOT *SECONDS*
TO FIGURE OUT HOW TO *HANDLE* ALL
THIS... AND SAVE *MYSELF*!

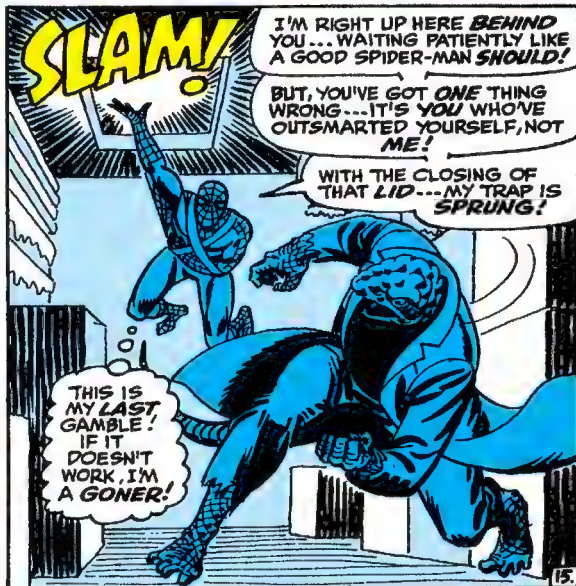
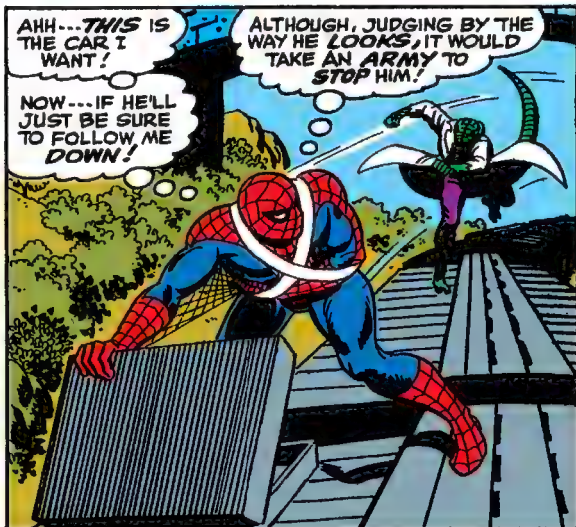
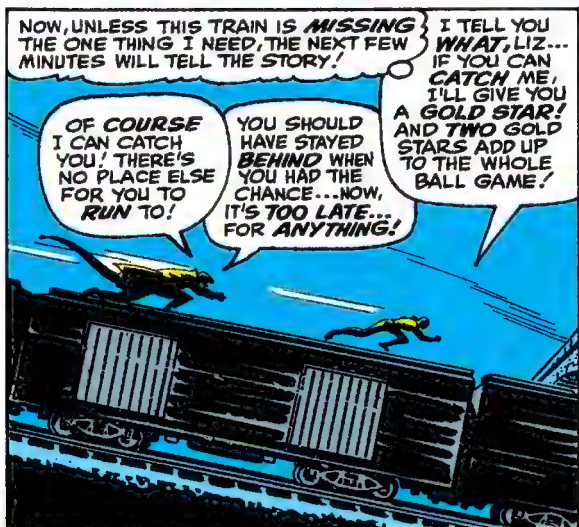
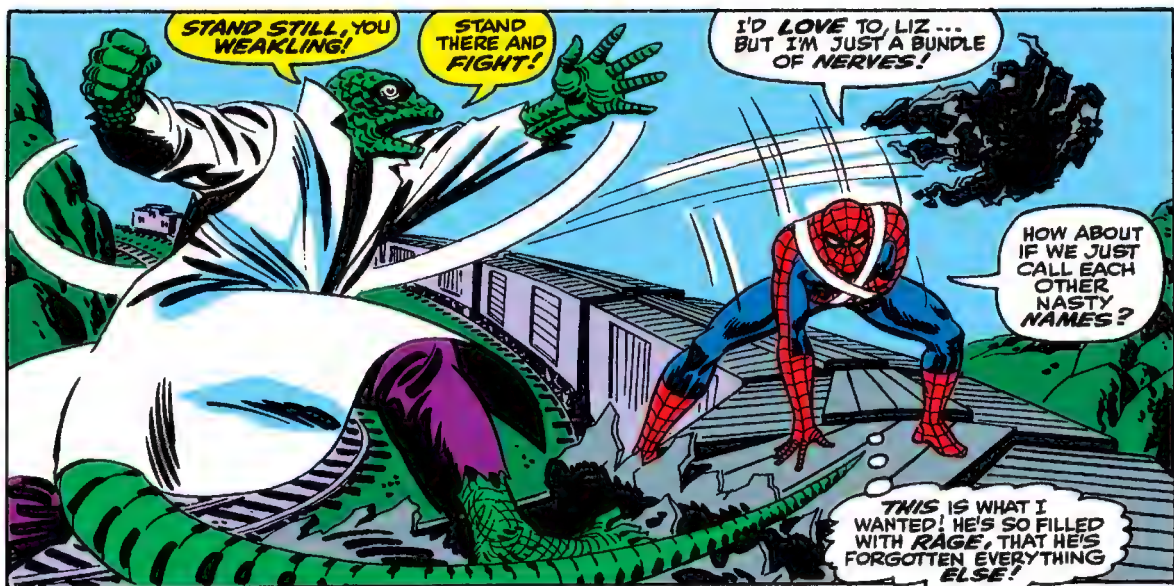
HIS POWER IS *UNCANNY*!
THE *REPTILES* ACTUALLY *OBEY*
HIM! NO *WONDER* HE THINKS
HIS *INSANE* PLAN CAN
SUCCEED!

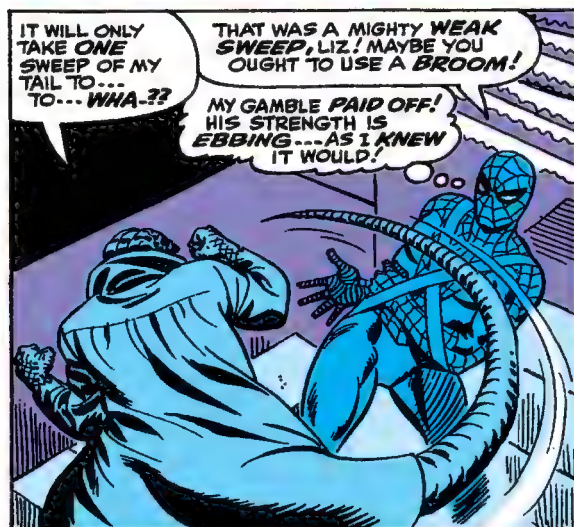
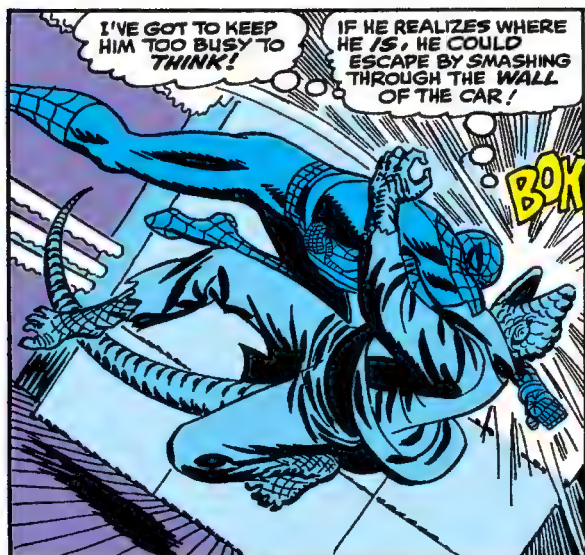
HE IS OUR *ENEMY*! WE
WILL NEVER BE SAFE SO
LONG AS *SPIDER-MAN*
LIVES! ATTACK HIM!
ATTACK! HE CANNOT
ESCAPE US ALL!

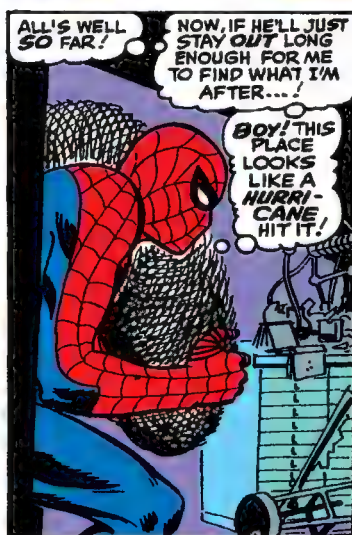
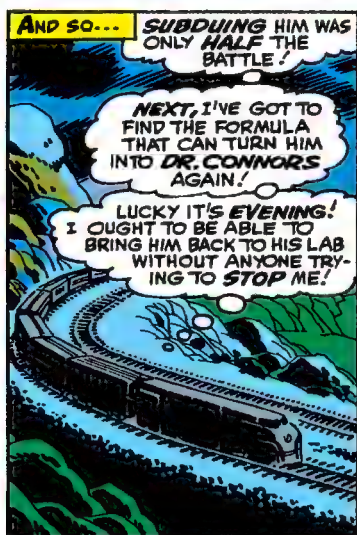
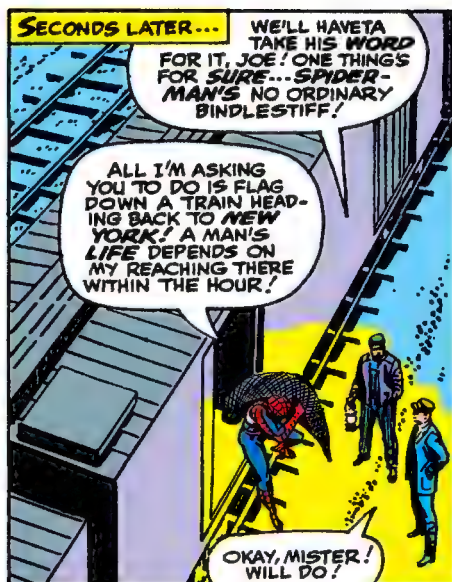


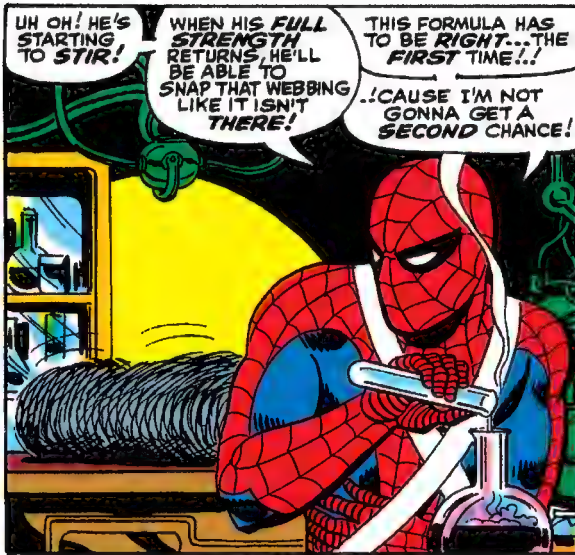












UH OH! HE'S STARTING TO **STIR**!

WHEN HIS **FULL STRENGTH** RETURNS, HE'LL BE ABLE TO SNAP THAT WEBBING LIKE IT ISN'T **THERE**!

THIS FORMULA HAS TO BE **RIGHT**...THE **FIRST TIME**...!

..!CAUSE I'M NOT GONNA GET A **SECOND CHANCE**!



THERE! IT'S **FINALLY FINISHED!**

SO, THIS IS IT...!

DON'T **FIGHT** IT, FRIEND! THIS IS GONNA BE THE **MOST IMPORTANT** DRINK YOU'LL EVER SWALLOW!

WHEN! THAT'S THAT! HE DRAINED THE FLASK!

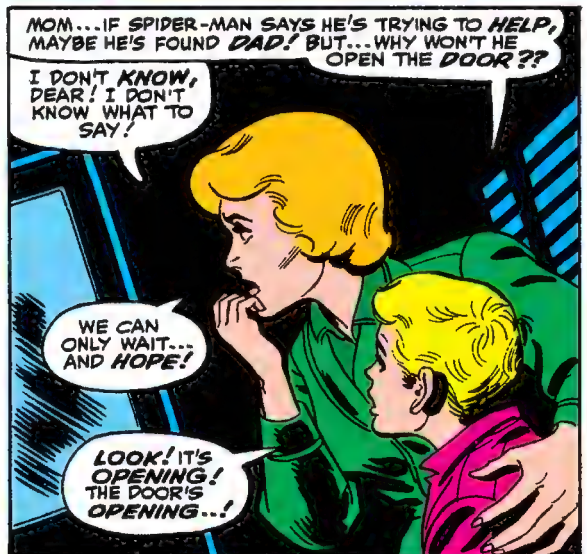


LOOKS LIKE I WASN'T A **MINUTE** TOO SOON! THE EFFECTS OF THE **REFRIGERATOR CAR** HAVE ALL WORN OFF!

HE'S FULLY **REVIVED** NOW!

BUT... HAVE I SAVED **CURT CONNORS**... OR MERELY BROUGHT BACK THE **LIZARD** TO MENACE US ALL??

WHILE, OUTSIDE THE SILENT LAB, A **HEARTSICK MOTHER** AND HER **YOUTHFUL SON** ALSO WAIT...AND WONDER...

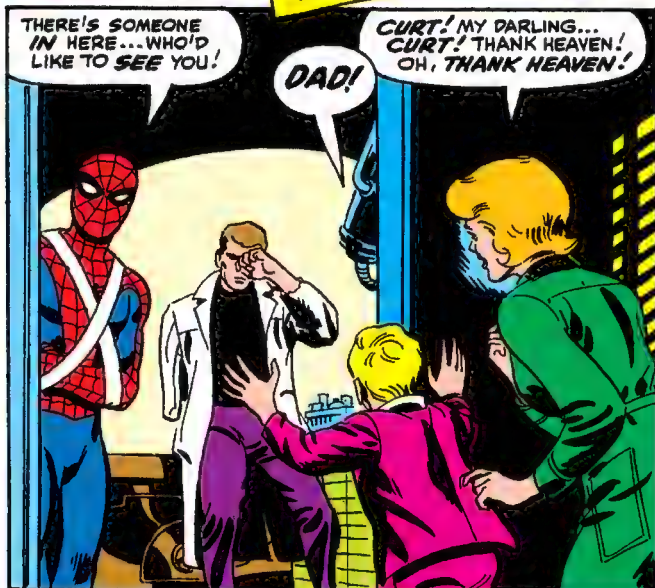


MOM...IF SPIDER-MAN SAYS HE'S TRYING TO **HELP**, MAYBE HE'S FOUND **DAD**! BUT...WHY WON'T HE OPEN THE **DOOR**??

I DON'T **KNOW**, DEAR! I DON'T **KNOW** WHAT TO SAY!

WE CAN ONLY WAIT... AND **HOPE**!

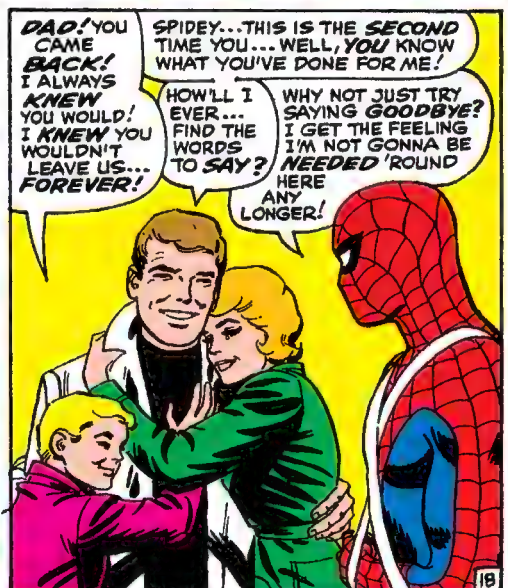
LOOK! IT'S **OPENING!** THE **DOOR'S** **OPENING**...!



THERE'S SOMEONE IN HERE...WHO'D LIKE TO **SEE** YOU!

DAD!

CURT! MY DARLING... **CURT!** THANK HEAVEN! OH, THANK HEAVEN!



DAD! YOU CAME **BACK!** I ALWAYS **KNEW** YOU WOULD! I **KNEW** YOU WOULDN'T LEAVE US... **FOREVER!**

SPIDEY...THIS IS THE **SECOND** TIME YOU... WELL, YOU KNOW WHAT YOU'VE DONE FOR ME!

HOW'LL I EVER... FIND THE WORDS TO SAY?

WHY NOT JUST TRY SAYING **GOODBYE**? I GET THE FEELING I'M NOT GONNA BE **NEEDED** 'ROUND HERE ANY LONGER!

ANOTHER MIGHTY MARVEL FIRST! KNOWING HOW TITANICALLY TALENTED OUR RIOTOUS READERS ARE, WE'RE LEAVING THIS PANEL FOR YOU TO WRITE YOUR OWN DIALOGUE! IF YOU CAN GET SOMEONE TO PLAY HEARTS AND FLOWERS SOFTLY IN THE BACKGROUND, IT WON'T DO A BIT OF HARM, EITHER!



A SHORT TIME LATER, SPENT AND WEARY...ALMOST TO THE POINT OF EXHAUSTION...A THOUGHTFUL YOUTH SLOWLY, LABORIOUSLY STRUGGLES INTO HIS STREET CLOTHES ONCE MORE, AND THEN LITTLERLESS WENDS HIS WAY HOMEWARD ...



I'M ALMOST SORRY IT'S ALL OVER NOW.

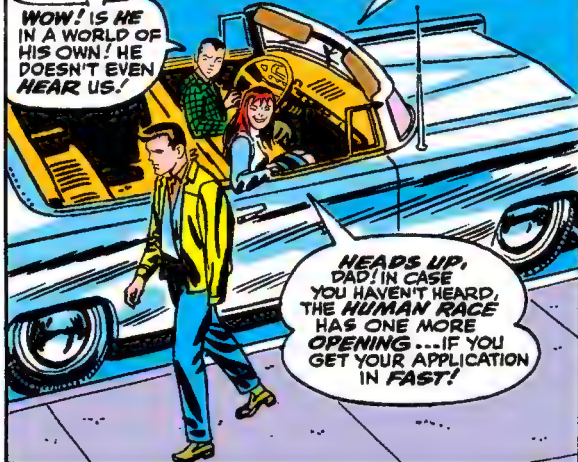
AT LEAST, WHILE I WAS FIGHTING THE LIZARD, I DIDN'T HAVE TIME TO THINK ABOUT MY OWN PERSONAL PROBLEMS...

MINUTES LATER...

HI THERE, PETE!

WOW! IS HE IN A WORLD OF HIS OWN! HE DOESN'T EVEN HEAR US!

LEAVE IT TO ME, HANDSOME HARRY! I'LL PUT HIM OUT OF HIS TREE!



HEADS UP, DAD! IN CASE YOU HAVEN'T HEARD, THE HUMAN RACE HAS ONE MORE OPENING...IF YOU GET YOUR APPLICATION IN FAST!

HMM? OH-- HI, MARY JANE... AND HARRY! I, EH, MUST HAVE BEEN DAY-DREAMING!

DAY-DREAMING? TIGER, YOU WERE THE ORIGINAL ONE-MAN FOG! IF I DIDN'T KNOW YOU, I'D SAY YOU WERE STRICTLY OFF THE WALL!

CAN WE GIVE YOU A LIFT, PETE?

NO THANKS! I HAVEN'T FAR TO GO!



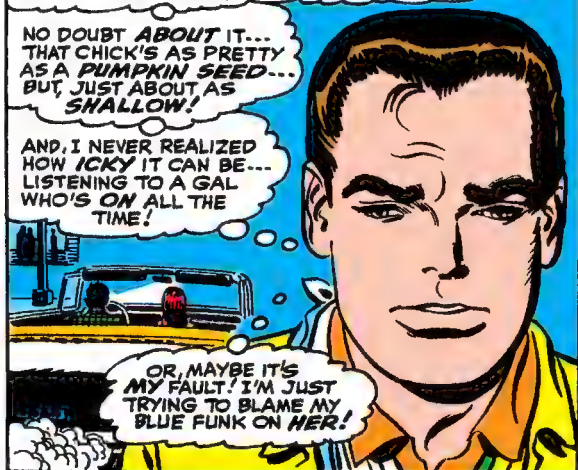
THEN REV'ER UP, HARRY BOY! SEE YA, PETE... WE'RE WHEELIN' WHERE THE ACTION IS!

WHAT A PRIZE CHUMP I AM FOR WORRYING WHEN I HAVE TO BREAK A DATE WITH MARY JANE!

LOOKS LIKE SHE COULDN'T CARE LESS...LONG AS SHE'S GOT A JOE WHO'LL TAKE HER WHERE SHE WANTS TO GO!

NO DOUBT ABOUT IT... THAT CHICK'S AS PRETTY AS A PUMPKIN SEED... BUT, JUST ABOUT AS SHALLOW!

AND, I NEVER REALIZED HOW ICKY IT CAN BE... LISTENING TO A GAL WHO'S ON ALL THE TIME!



OR, MAYBE IT'S MY FAULT! I'M JUST TRYING TO BLAME MY BLUE FUNK ON HER!

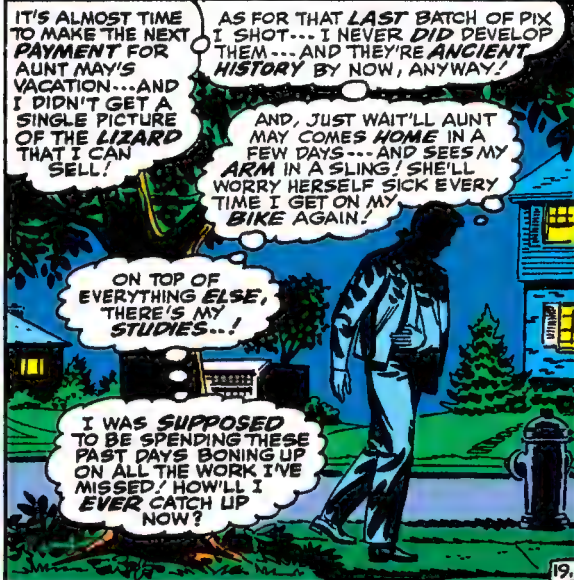
IT'S ALMOST TIME TO MAKE THE NEXT PAYMENT FOR AUNT MAY'S VACATION...AND I DIDN'T GET A SINGLE PICTURE OF THE LIZARD THAT I CAN SELL!

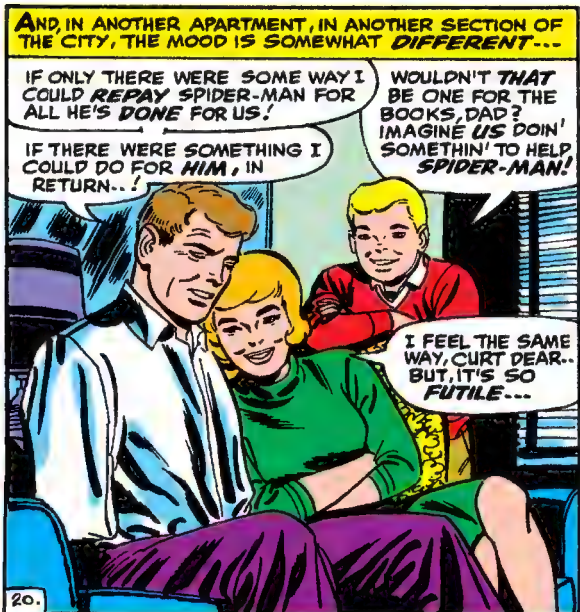
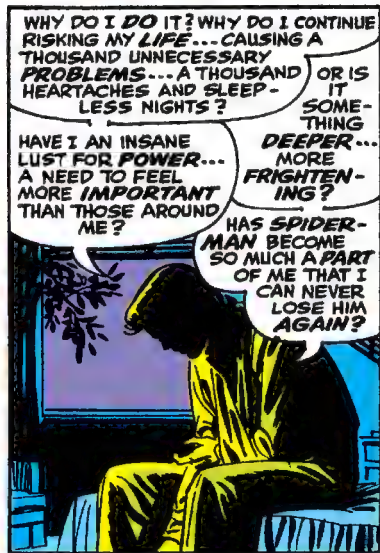
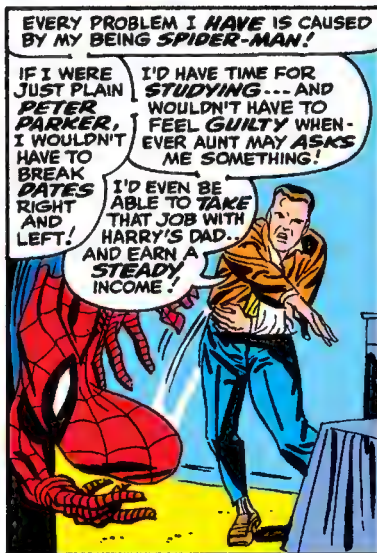
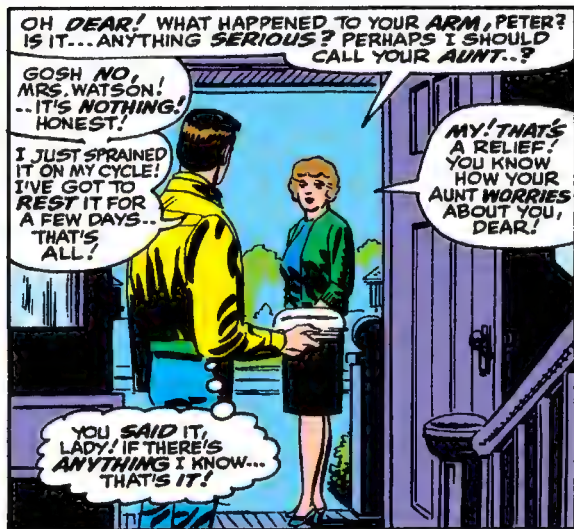
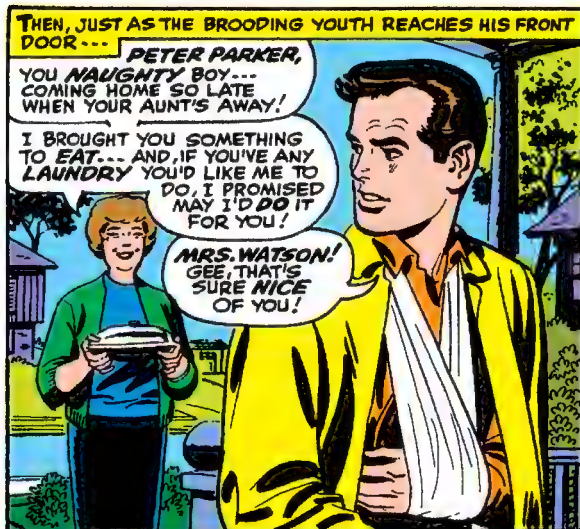
AS FOR THAT LAST BATCH OF PIX I SHOT... I NEVER DID DEVELOP THEM...AND THEY'RE ANCIENT HISTORY BY NOW, ANYWAY!

AND, JUST WAIT! I'LL AUNT MAY COMES HOME IN A FEW DAYS...AND SEES MY ARM IN A SLING! SHE'LL WORRY HERSELF SICK EVERY TIME I GET ON MY BIKE AGAIN!

ON TOP OF EVERYTHING ELSE, THERE'S MY STUDIES...

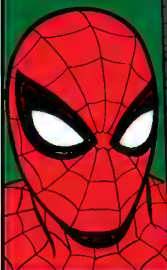
I WAS SUPPOSED TO BE SPENDING THESE PAST DAYS BONING UP ON ALL THE WORK I'VE MISSED! HOW'LL I EVER CATCH UP NOW?





NEXT:

**PETER
PARKER'S
PAD!**



**MARVEL
COMICS
GROUP**

12¢
IND.

46
MAR

the AMAZING SPIDER-MAN



WHO *SAYS* THIS
ISN'T THE MARVEL AGE
OF VILE NEW VILLAINS?
YOU AND SPIDEY ARE
ABOUT TO BE JOLTED BY:
"The **SINISTER
SHOCKER!**"

THE AMAZING SPIDER-MAN!

"THE SINISTER SHOCKER!"

IT STARTS OUT LIKE ANY OTHER NORMAL DAY... FOR A NEIGHBORHOOD **SPIDER-MAN**, THAT IS! WHILE GINGERLY DOING SOME FRIENDLY **WALL-CRAWLING**, WAITING FOR HIS INJURED ARM TO HEAL, **SPIDEY** SUDDENLY FEELS THE ENTIRE BUILDING **SHAKE**... AS HE IS HURLED FROM HIS PRECARIOUS PERCH --!

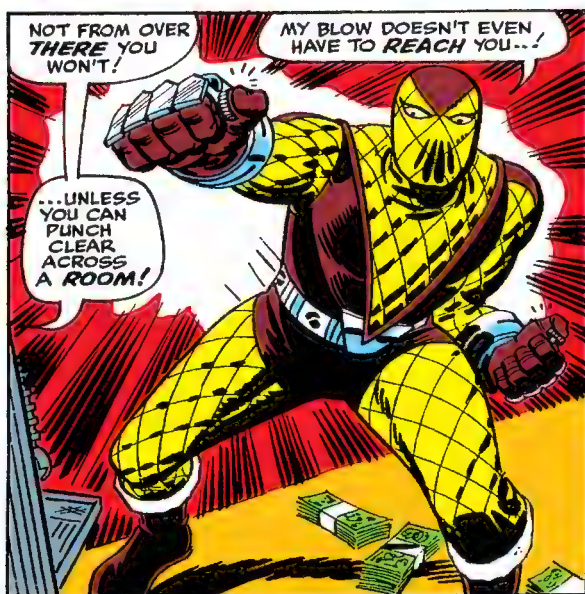
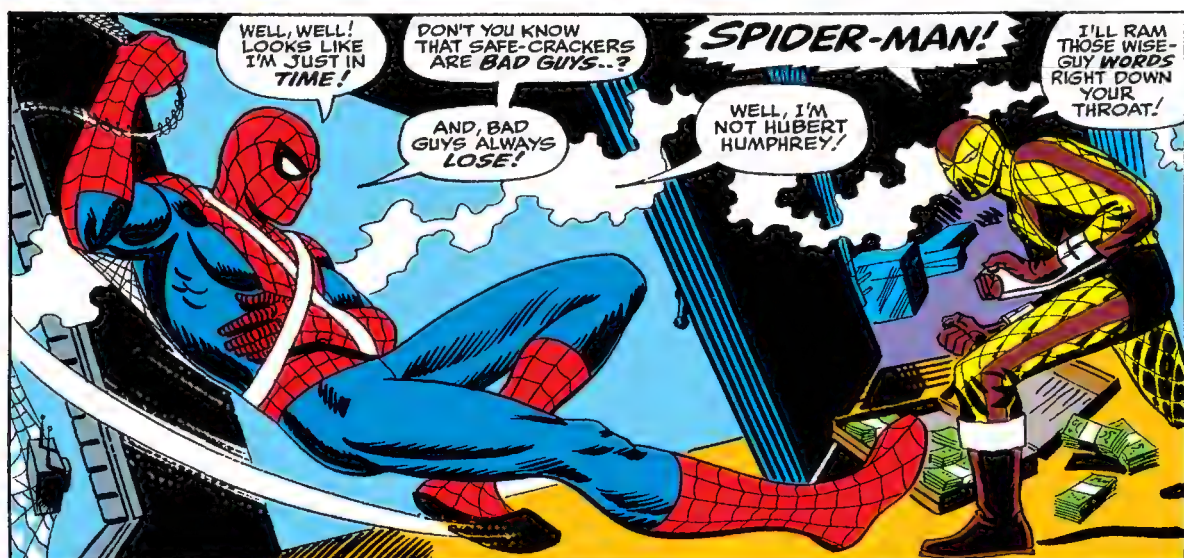
A **STAN LEE** **JOHN ROMITA**
SPIDERIFFIC
SPECTACULAR!

LETTERED BY:
SAM ROSEN

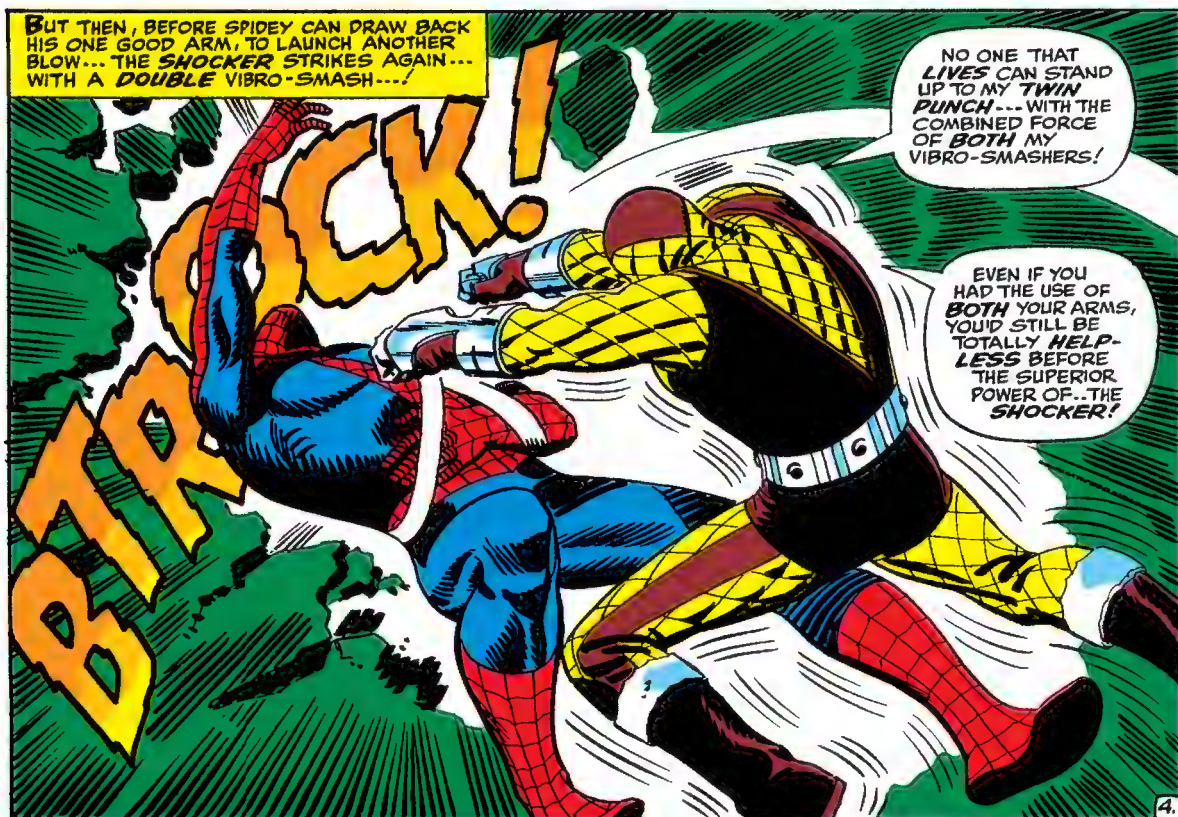
THE WHOLE
WALL -- IT'S
VIBRATING!!
BUT WHY?
HOW?

WEB YOURSELF
FIRMLY TO YOUR
SEAT, SPIDOPHILE...
AND BE SURE
YOUR MASK'S ON
TIGHT! THIS ONE'S
GONNA KNOCK
YOU OUTTA YOUR
TREE --!











NEXT TIME YOU'LL KNOW **BETTER** THAN TO CHALLENGE YOUR **SUPERIORS!**

MY **VIBRO-BLAST** POWER MAKES ME THE MOST **INVINCIBLE** HUMAN ON EARTH...AS YOU HAVE **ALREADY** LEARNED!

NO ONE CAN **HURT** ME WHEN I CAN **DEFLECT** ANY BLOW BY **VIBRATING...**

NO ONE......NOT EVEN THE **SADDER** BUT **WISER** **SPIDER-MAN!**



SECONDS LATER...

WOW-EEEE-! NOW I KNOW HOW A **BELL CLAPPER** FEELS!

OF **ALL** THE GUYS TO TACKLE WITH A **BAD ARM...** I HADDA PICK **HIM!**



WELL, EVEN THOUGH HE GAVE ME MY **LUMPS...** AT LEAST I'LL HAVE SOME **SHOTS** OF HIM!

I'M GLAD I THOUGHT TO LEAVE MY **CAMERA** HERE... SET ON **AUTOMATIC!**



I GUESS THINGS **COULD** HAVE BEEN **WORSE...**

AT LEAST I'M **LUCKY** MY **ARM** WASN'T **HURT** WHILE I WAS **ACTING** LIKE A **PART-TIME** **PUNCHING** **BAG!**

HMM... IT'S **HEALING** **PRETTY** **WELL** **NOW!**



BUT, I'D STILL **BETTER** **KEEP** **IT** **IMMOBILE** **FOR** **A** **LITTLE** **WHILE** **LONGER!**

THE **NEXT** **TIME** I **MEET** **THE** **SHOCKER...** I **WANNA** **BE** **SURE** I **CAN** **USE** **IT!**



ALTHOUGH, WHEN HE SAID I'D BE **HELPLESS** **AGAINST** **HIM** **WITH** **EVEN** **TWO** **ARMS...** I HAVE A **FEELING** HE **MEANT** **IT!**

WHATEVER **ELSE** HE **MAY** **BE,** THAT **JOE** **IS** **GONNA** **BE** **NO** **PUSHOVER!**

WE'LL, I'D **BETTER** **GET** **TO** **THE** **BUGLE** **AND** **SELL** **MY** **PIX** **TO** **JOLLY** **JONAH** **WHILE** **THEY'RE** **STILL** **NEWS!**



HI, THERE, **PETE!** CAN I GIVE YOU A **LIFT?**

YOU **SURE** **CAN,** **HARRY...** IF YOU'RE **HEADING** **TOWARDS** **THE** **BUGLE!**

IT'S A **DEAL!** **HOP** **IN...** THERE'S **SOME-** **THING** I'VE BEEN **WANTING** **TO** **TALK** **TO** **YOU** **ABOUT,** **ANY-** **WAY!**

GREAT! **AT** **LEAST** **IT'LL** **TAKE** **MY** **MIND** **OFF** **THE** **SHOCKER!**

I'VE GOT AN **OFFER** **TO** **MAKE** **YOU,** **SON!**

AN **OFFER?**

I FINALLY CONVINCED DAD THAT IT TAKES ME **TOO LONG** TO DRIVE TO AND FROM SCHOOL EACH DAY ALL THE WAY FROM OUR HOME IN WESTCHESTER!

DON'T TELL ME HE'S BUYING YOU A **WHIRLYBIRD**, HARR? **NOPE! EVEN BETTER THAN THAT, PETE!**

YOUR OWN **PAD, DAD?** HE GOT ME THE GREATEST LITTLE **APARTMENT...** JUST A COUPLE OF BLOCKS FROM CAMPUS!

THAT'S **TERRIFIC!** BOY, WOULDN'T I GO FOR SOMETHING LIKE THAT?

THAT'S WHAT I **HOPED** YOU'D SAY...!

THIS NEW LITTLE **INGLENOK** OF MINE HAS **TWO...COUNT 'EM...TWO BEDROOMS...**

AND, IF YOU WANTED TO **SHARE** THE PLACE WITH ME, PETE, I'LL BET WE COULD HAVE A **BALL!**

GOSH, HARRY...IT WOULD BE THE **END...** BUT, I DON'T KNOW IF I COULD **AFFORD** IT!

YOU DIDN'T **READ** ME, SON! I SAID DAD GOT ME THE PLACE... HE'S **FOOTING** THE RENT BILL!

SO WHAT'S THE **VERDICT**, MR. P.?

I'D LEAP AT IT IN A **SECOND**, HARRY...CEPT FOR ONE THING..!

I'VE GOT TO FIND OUT HOW **AUNT MAY** WOULD TAKE IT!

YOU KNOW, I'M THE ONLY **RELATIVE** SHE'S GOT... AND SHE'S SORT OF **DEPENDENT** ON ME!

LET ME CHECK IT OUT WITH **HER** FIRST AS SOON AS SHE GETS BACK! AND THANKS A **MILLION**, FELLA!

SURE THING, PETE! I'LL WAIT TILL I **HEAR** FROM YOU!

IT'S FUNNY THE WAY HARRY AND I HAVE BECOME REAL GOOD FRIENDS...WITHOUT HIM EVER SUSPECTING WHO I REALLY **AM...** OR THAT I'M THE ONE WHO SAVED HIS **FATHER** WHEN HE WAS THE **GREEN GOBLIN** A WHILE BACK!

SEE YOU **LATER**, PETE!

BY THE WAY, NEXT TIME YOU SEE **MARY JANE**, LEMME KNOW, AND I'LL CALL **GWEN**. THEY'D MAKE A **JAZZY DOUBLE-DATE!**

YOU **KNOW** IT!

HE'S SURE BEEN SEEING A LOT OF **GWEN** LATELY..!

NOW WHY SHOULD **THAT** BOTHER ME? I'VE HARDLY GIVEN HER THE TIME OF DAY SINCE **M.J.** MADE THE **SCENE!**

HELLO, PARKER!

BOY! SOMETIMES I THINK THE HARDEST THING IN THE WORLD IS FOR A FELLA TO JUST KNOW HIS OWN **MIND!**

HE DIDN'T **HEAR** ME!

PERHAPS IT'S JUST AS WELL! THIS IS MY CHANCE TO DO SOMETHING I'VE BEEN **WANTING** TO DO...

I'VE ALWAYS **WONDERED** HOW HE MANAGES TO GET SO MANY EXCLUSIVE PHOTOS OF **SPIDER-MAN** IN ACTION!

I'M **POSITIVE** THERE'S SOME **CONNECTION** BETWEEN PARKER AND THAT WILY WEB-SLINGER...

AND **THIS** IS MY CHANCE TO DISGUISE MYSELF AS **PATCH** ONCE MORE, AND **TAIL** HIM TILL I LEARN HIS SECRET!

SOMETHING TELLS ME THERE'LL BE A **GREAT STORY** IN IT IF MY SUSPICIONS ARE CORRECT!

MR. JAMESON... MAY I **SEE** YOU FOR A MINUTE?

WASSAMATTER, PARKER? YOU FORGOT WHAT I **LOOK** LIKE?

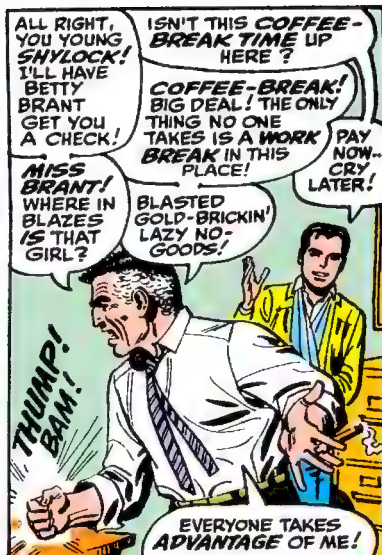
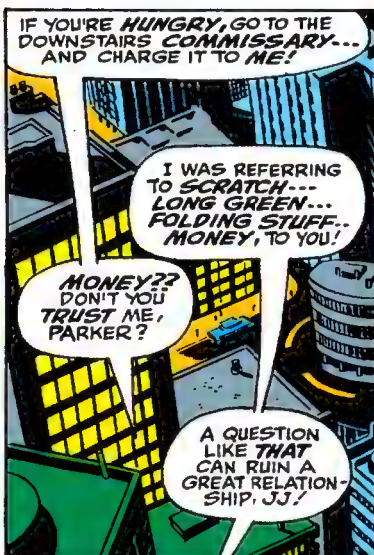
NOBODY COULD FORGET A THING LIKE **THAT**, SIR!

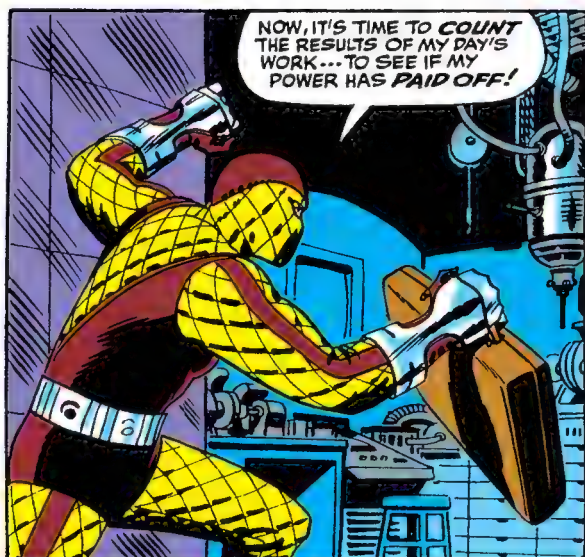
AWRIGHT... AWRIGHT! WHAT'S ON YOUR **MIND**?

WHAT'S ON MY **MIND** ISN'T FOR SALE, MR. J..

BUT I'VE GOT SOME **PHOTOS** FOR YOU THAT ARE!

IT'S ABOUT **TIME!**





NOW, IT'S TIME TO **COUNT** THE RESULTS OF MY DAY'S WORK... TO SEE IF MY POWER HAS **PAID OFF!**

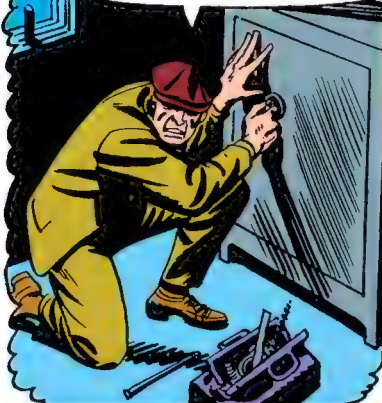


AH! HUNDREDS AND HUNDREDS OF GREEN-BACKS! ALL **WON** BY THE MIGHT OF THE **SHOCKER!**

THIS IS WHAT I ALWAYS **DREAMED** OF... IN THE OLD DAYS...

"I REMEMBER HOW IT WAS **BEFORE** I GAINED MY GREAT **VIBRATING** POWER... I WAS JUST A TWO-BIT **SAFE-CRACKER**... **BUMBLING**... **FRIGHTENED**..."

I'M A TWO-TIME **LOSER!** CAN'T AFFORD TO GET **NABBED AGAIN!**



OH NO! THERE WERE EXTRA GUARDS HERE TONIGHT! THEY **HEARD** THE NITRO!!

I AIN'T GOT A **CHANCE!**



"SINCE I WAS GOOD WITH **TOOLS**, THEY PUT ME IN THE PRISON WORK-SHOP! BUT, I HAD ONLY **ONE THING** ON MY MIND... DURING ALL THOSE LONG, ENDLESS MONTHS..."

IF I EVER GET **OUT**... I'LL DO THINGS **DIFFER-ENT!** THEY'LL NEVER CATCH ME AGAIN!

I'LL DESIGN A SET OF **TOOLS** THAT CAN **OPEN ANY** **SAFE**... **SILENTLY**... IN **SECONDS!**



"BUT, WHILE WORKING ON MY **TOOLS**... A ONE-IN-A-MILLION **INSPIRATION** HIT ME..."

A GADGET THAT CAN **SHAKE** A **SAFE** DOOR LOOSE WOULD BE BETTER THAN ANY-THING **ELSE!**

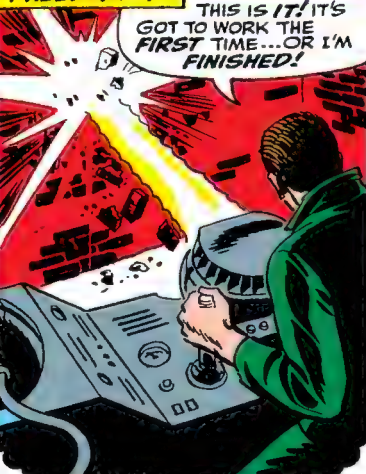
IF I CAN JUST FIND A WAY TO **CONTROL** THE **SHOCK** OF THE **VIBRATIONS**....!

LUCKILY, NO ONE HERE **SUSPECTS** WHAT I'M **REALLY** **WORKING** ON!



"THEN, MONTHS LATER... MY DEVICE WAS **READY!** IN THE DEAD OF THE NIGHT, WHEN MY CHANCES WERE THE **GREATEST**... I **USED** IT... **AGAINST** THE **BRICK WALL**, LEADING TO **FREEDOM**..."

THIS IS **IT!** IT'S GOT TO WORK THE **FIRST TIME**... OR I'M **FINISHED!**

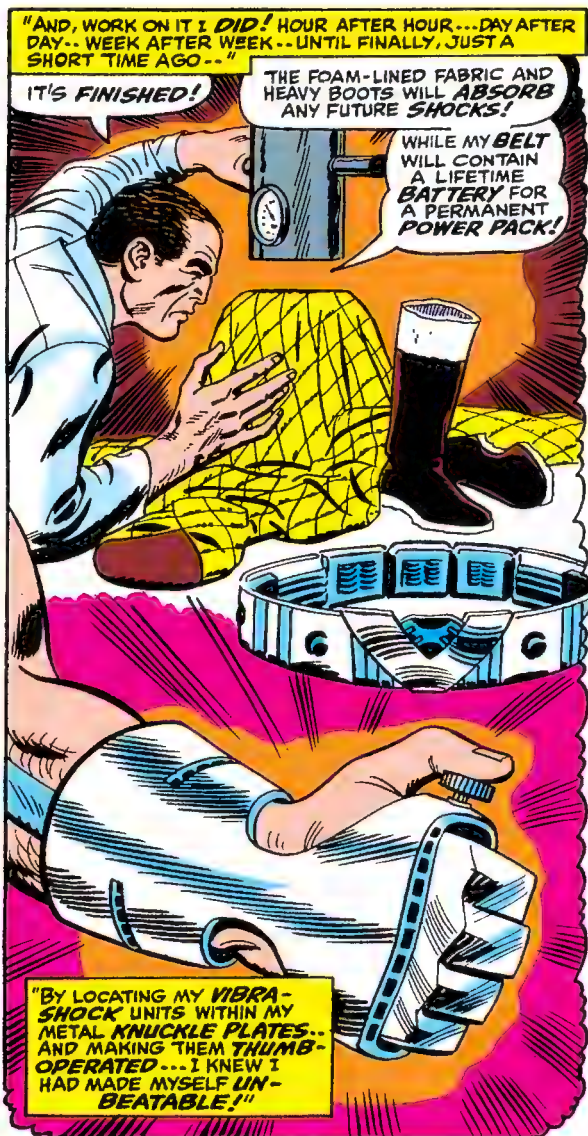


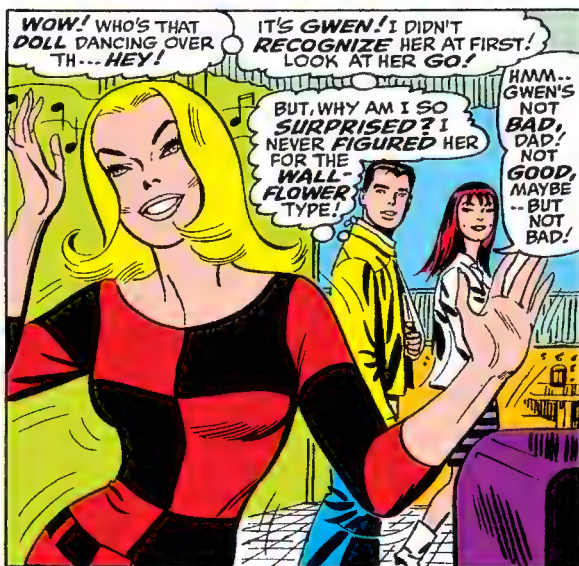
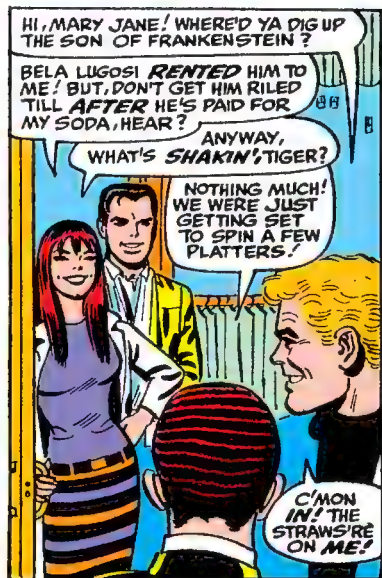
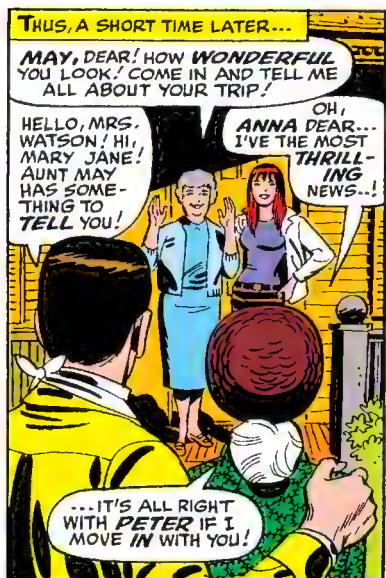
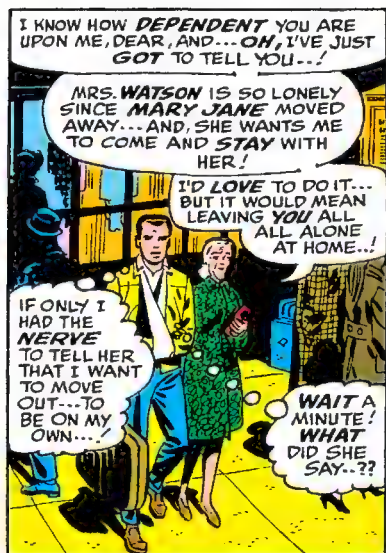
"IT **WORKED!** IT WORKED BETTER THAN I COULD HAVE **DREAMED!** THE WALL WAS **SHATTERED** WITHIN **SECONDS!** BUT, I WAS ALMOST **INJURED** TOO BADLY TO MAKE A **RUN** FOR IT..."

I DIDN'T REALIZE THAT THE **FEEDBACK** WOULD BE SO **STRONG!** **LUCKY** I WASN'T **KILLED!**

BUT, I'LL WORRY ABOUT THAT **LATER**... ONCE I'M **SAFELY** **OUTTA** HERE!







HEY, GANG... DIDJA SEE THE BUGLE'S **EXTRA?**

SOME NUT NAMED THE **SHOCKER** MADE A **MONKEY** CUTTA SPIDER-MAN!

YEAH? THAT'LL BE THE DAY!

BUT, THERE'S **PICTURES**, 'N EVERYTHING!

PROBABLY **FAKES**! OR SPIDEY WASN'T EVEN TRYIN'!

FAR AS I'M CONCERNED, **NOBODY** CAN BEAT THE OL' WEB-SLINGER!

DAILY BUGLE
SHOCKER SMASHES SPIDER-MAN!

POOR FEARLESS FLASH! HE'S PROBABLY SPIDER-MAN'S BIGGEST BOOSTER! BUT, IF HE EVER FOUND OUT WHO SPIDEY REALLY IS... **FORGET IT!**

READY TO DIVE INTO A TWO-SCOOPER WITH ME NOW, M.J.?

NOT WHILE THE **JUKE** IS JUMPIN', DAD! SINCE YOU CAN'T SHAKE UP A STORM WITH YOUR WING IN A SLING, I'LL TAKE A RAIN CHECK TILL THE **COINS** RUN OUT!

IT'S JUST AS WELL! I WANNA LOOK FOR THE **SHOCKER**, ANYWAY!

I'LL BE TAKING OFF, SOON! HAVE A HAPPY!

SAY, HARRY... REMEMBER THAT **OFFER** YOU MADE ME THIS MORNING?

WELL, I HOPE YOU DON'T **SHORE**, SON!

HEY! YOU MEAN IT WAS OKAY WITH YOUR **AUNT?** MAN... THAT'S THE LIVIN' **END!**

WELL, WHAT ARE YOU STANDIN' AROUND FOR? GO HOME AND **PACK**, JACK.

HOW ABOUT **DANCING** WITH A LADY, MR. OSBORN?

THIS IS MY CHANCE TO TAKE OFF AFTER THE **SHOCKER**!

KEEP A CANDLE IN THE WINDOW FOR ME, ROOMMATE!

AND THAT'S **THAT!** BOY, GWEN NEVER LOOKED MORE **GORGEOUS**... BUT SHE SURE DIDN'T KNOCK HERSELF OUT FALLIN' ALL OVER ME!

WHAT'S **WRONG** WITH ME, ANYWAY? WITH A BOMBSHELL LIKE **M.J.** IN THE PICTURE, I'M **STILL** NOT SATISFIED!

IT'S JUST THAT THERE'S SOMETHING ABOUT GWEN THAT **SINKS** ME... OR IS IT BECAUSE SHE'S MORE "HARD TO GET"?

NUTS! NEXT THING I'LL BE WRITING TO **DEAR ABBY!**

I'D BETTER SWITCH TO **SPIDEY**, AND DO SOME **WEB-SWINGING!**

HMMM! PARKER LOOKS LIKE HE'S OUT FOR **MORE** THAN JUST AN EVENING STROLL!

I'VE A HUNCH **PATCH** IS ABOUT TO LEARN HIS CONNECTION WITH **SPIDER-MAN** AT LAST!

AND THEN, EXACTLY **SIXTY SILENT SECONDS** LATER...

UH OH! MY **SPIDER-SENSE** IS TINGLING LIKE **MAD!** SOMEONE'S **WATCHING**... NEARBY!

THERE'S **SPIDEY**... IN THAT ALLEY!

BUT... WHAT BECAME OF **PETER PARKER**?

IT'S **PATCH**... THE STOOL-PIGION!

IF HE SAW ME WALTZ IN HERE AS **PETE PARKER**... AND SEES ME **NOW** AS **SPIDEY**... HE WON'T HAVETA BE AN **EINSTEIN** TO DIG MY **SECRET!**

I'VE GOTTA THINK OF SOMETHING... BUT **FAST!**

FOSWELL... YOU'RE A FAT-HEADED, FEEBLE-MINDED **FOOL!**

HERE I'VE BEEN WONDERING WHERE **PARKER WENT** TO... AND THE ANSWER'S BEEN **STARING** ME IN THE **FACE** ALL THE TIME!

I SHOULD HAVE **GUESSED** IT... HE DIDN'T GO **ANYWHERE**...

PARKER IS SPIDER-MAN!

AND I'M THE ONLY ONE WHO **KNOWS** IT!

BUT THEN, THE STARTLED **PATCH** SUDDENLY HEARS...

HI, **SPIDEY!** NO **WONDER** I COULDN'T **FIND** YOU... HIDING UP IN THE **SHADOWS** LIKE THAT!

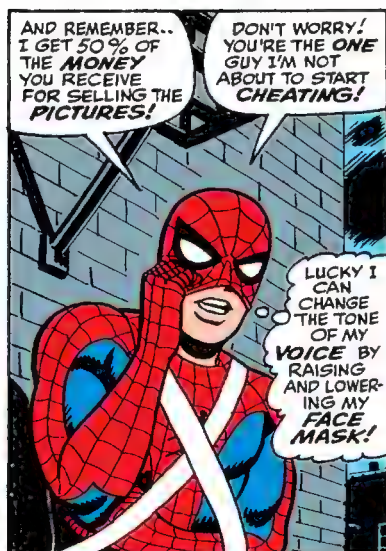
PARKER, I TOLD YOU TO **MEET** ME HERE BECAUSE I'M GOING AFTER THE **SHOCKER** TONIGHT!

GET YOUR **CAMERA** LOADED... AND WAIT FOR MY **CALL!** GOT IT?

YOU CAN COUNT ON ME, **SPIDEY!**

TWO VOICES! ONE... **PARKER**... AND THE **OTHER**... THE **OTHER'S SPIDER-MAN!**

THEN... I WAS **WRONG!**



AND REMEMBER... I GET 50% OF THE **MONEY** YOU RECEIVE FOR SELLING THE **PICTURES!**

DON'T WORRY! YOU'RE THE **ONE** GUY I'M NOT ABOUT TO START **CHEATING!**

LUCKY I CAN CHANGE THE TONE OF MY **VOICE** BY RAISING AND LOWERING MY **FACE MASK!**



NOW FOR A **QUICK CHANGE** WHILE I KEEP **TALKING!**

GOOD OL' **SPIDER SPEED...** I COULDN'T DO THIS WITHOUT IT!

WHAT IF YOU CAN'T **BEAT** THE SHOCKER, **SPIDEY?**

YOU KIDDIN'? JUST TAKE THE **PIX**, PARKER... I'LL DO THE REST!

WHEW! IF I GET **AWAY** WITH THIS, IT'LL BE A **MIRACLE!**

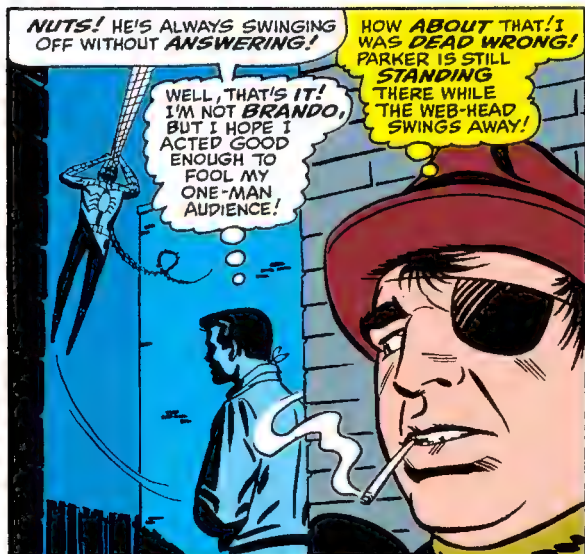
HE'S STILL LISTENING, ON THE OTHER SIDE OF THE **WALL!**



JUST **STAY** THERE, PATCH... WHILE I RIG UP A **WEB-DUMMY** OF OL' **SPIDER-MAN!**

I'LL HANG IT BY ITS OWN **WEBBING**, AND GIVE IT A **SHOVE** TO START IT **SWINGING!**

YOU DIDN'T TELL ME WHERE YOU'RE **GOING**, **SPIDEY?**



NUTS! HE'S ALWAYS SWINGING OFF WITHOUT **ANSWERING!**

HOW **ABOUT** THAT, I WAS **DEAD WRONG!** PARKER IS STILL **STANDING** THERE WHILE THE **WEB-HEAD** SWINGS AWAY!

WELL, THAT'S IT! I'M NOT **BRANDO**, BUT I HOPE I ACTED GOOD ENOUGH TO FOOL MY **ONE-MAN AUDIENCE!**



I ALMOST MADE A KING-SIZED **JACKASS** OUT OF MYSELF! HOW COULD I HAVE THOUGHT A TEEN-AGED NOBODY LIKE **PARKER** COULD ACTUALLY BE **SPIDER-MAN!**

WELL, ANYWAY, I FOUND OUT HOW THE KID GETS THOSE **EXCLUSIVE PHOTOS!** HE'S GOT A **DEAL** COOKING WITH **SPIDER-MAN!** THE MASKED MAN **TIPS HIM OFF** WHEN HE'S GOING INTO ACTION... AND THEN PARKER SPLITS THE **MONEY** HE GETS FOR THE **PIX** WITH **SPIDEY!**

IT **STILL** DOESN'T SOUND **KOSHER**, THOUGH! YOU'D THINK A GUY LIKE **SPIDER-MAN** COULD MAKE ALL THE **DOUGH** HE **WANTS!**

BUT, WHY **FIGHT** IT? I **SAW** THEM... AND **HEARD 'EM** WITH MY OWN **EARS!**



OH, **BRO-THER!** WAS **THAT** A CLOSE ONE!

FOR A **WHILE** THERE IT LOOKED LIKE I COULD JUST KISS MY "**SECRET IDENTITY BIT**" **BYE-BYE** FOR **GOOD!**

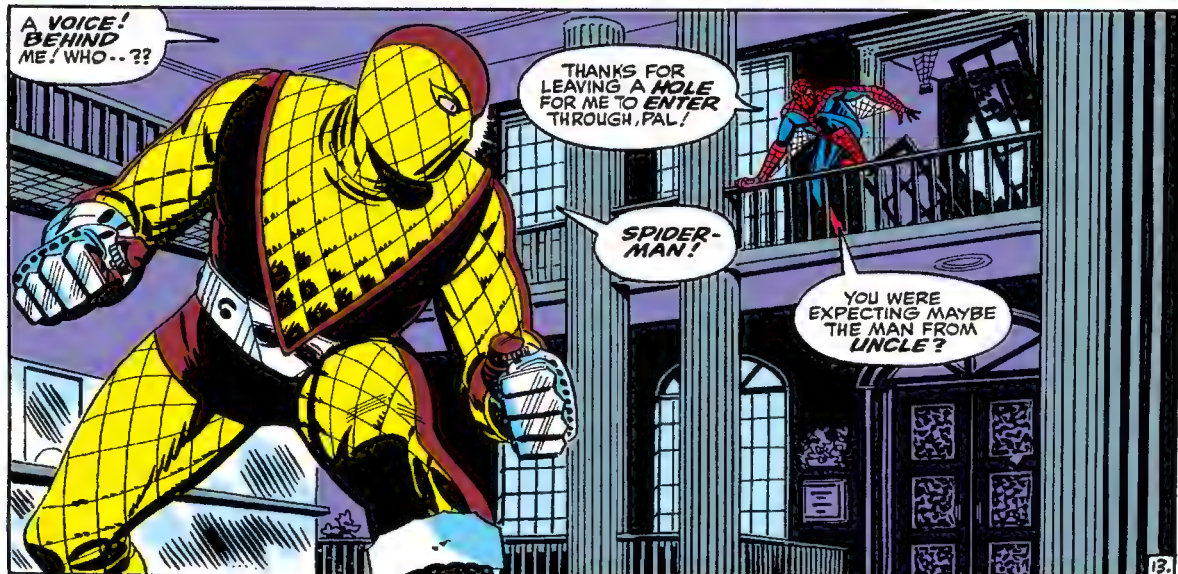
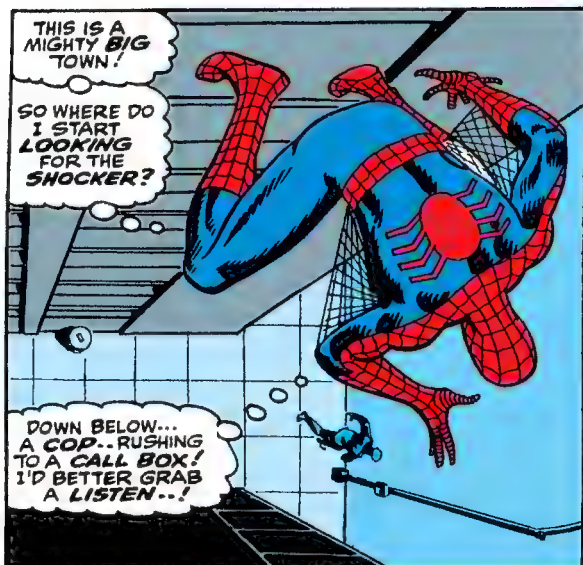
WELL, NOW THAT **SHOW TIME'S OVER--!**

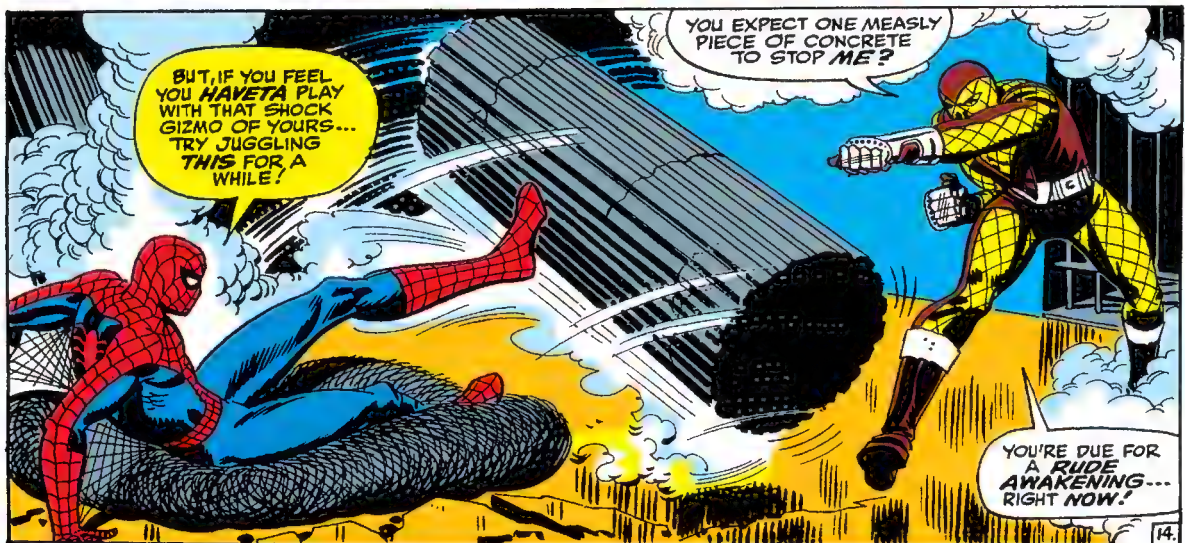
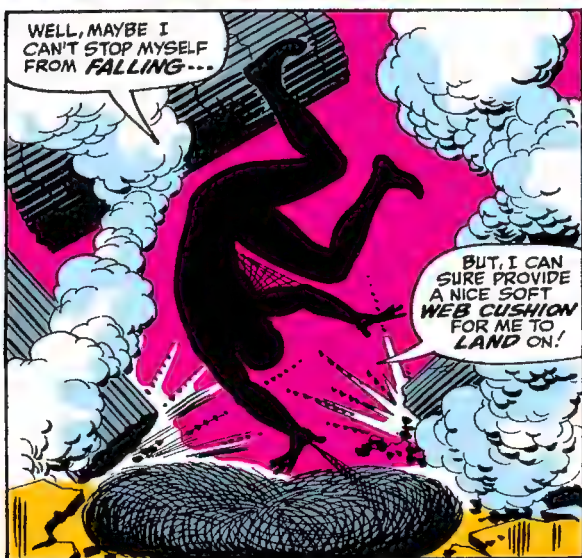
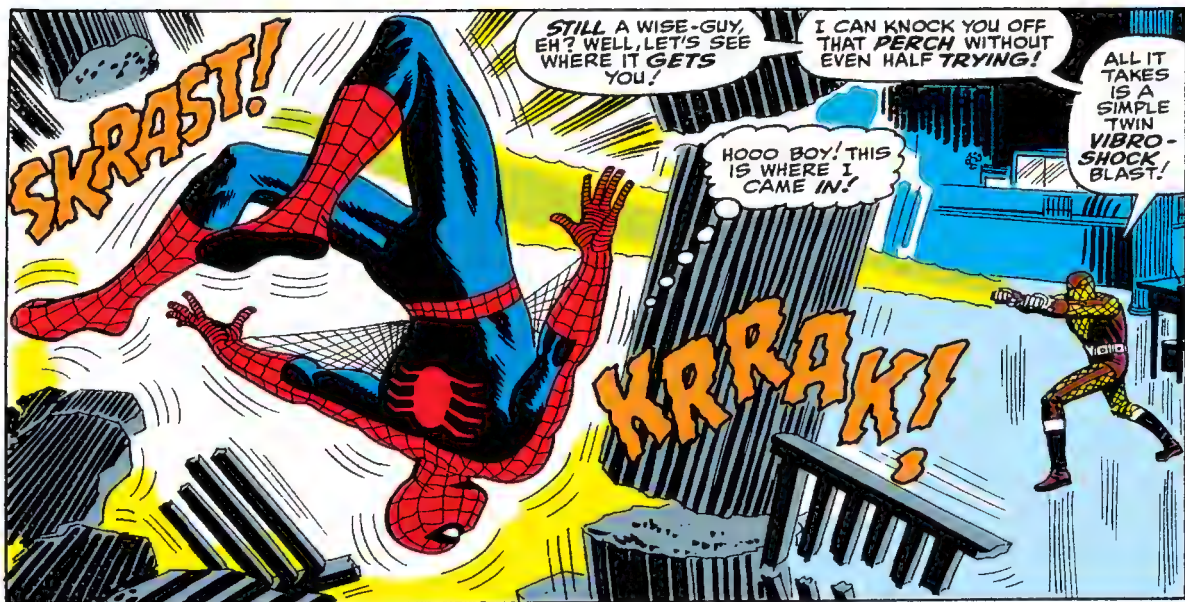


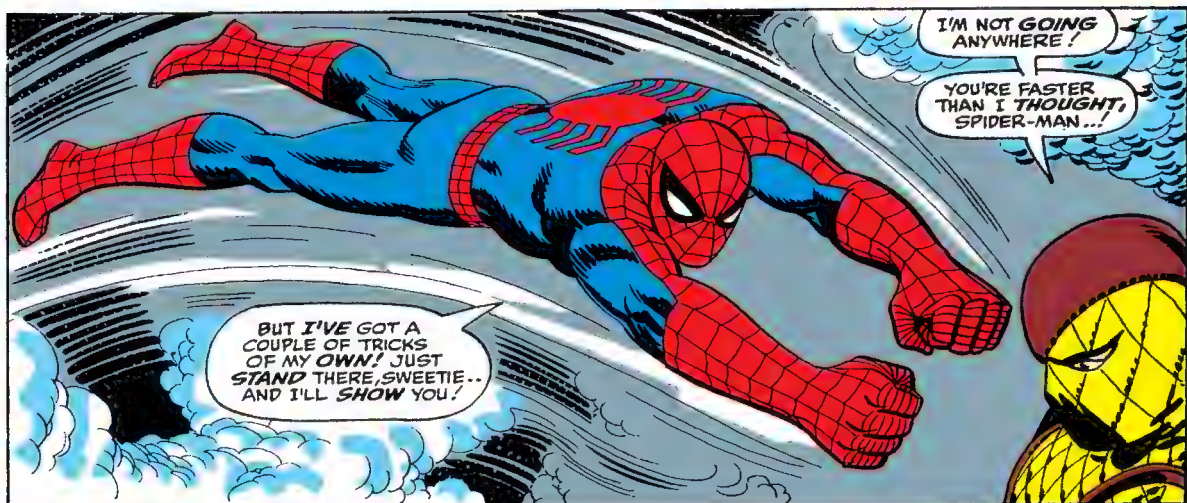
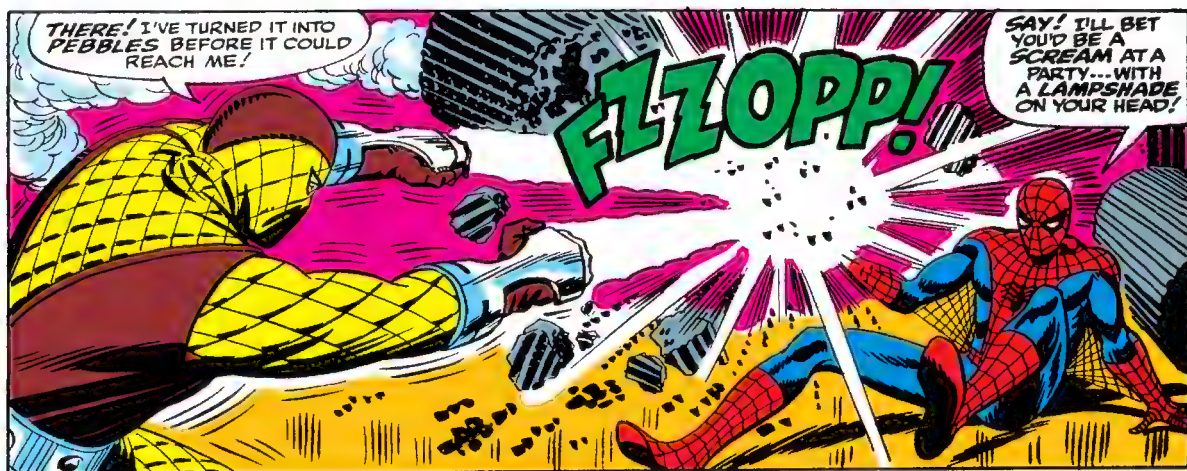
I'VE ABOUT **HAD** IT WITH THAT **BLAMED SLING!**

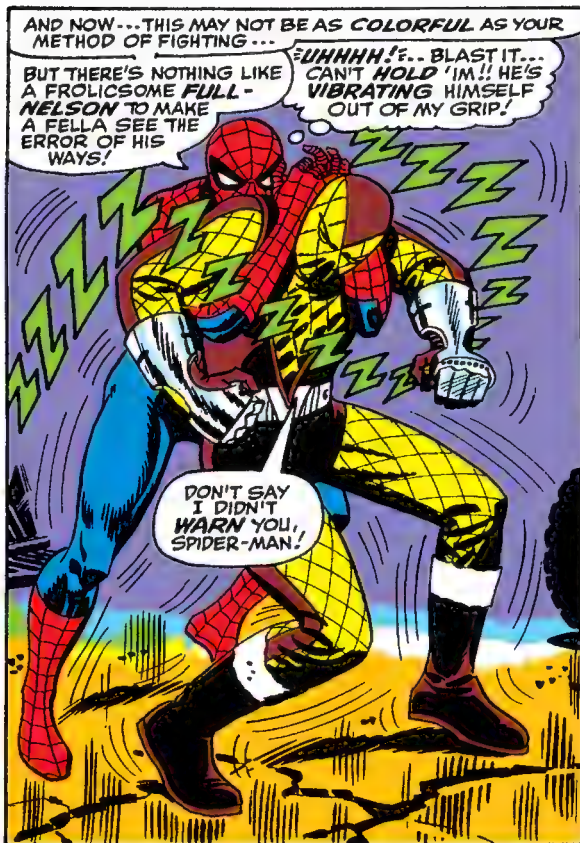
MY ARM'S **STILL** A LITTLE **SORE**, BUT WHAT THE **HEY!**

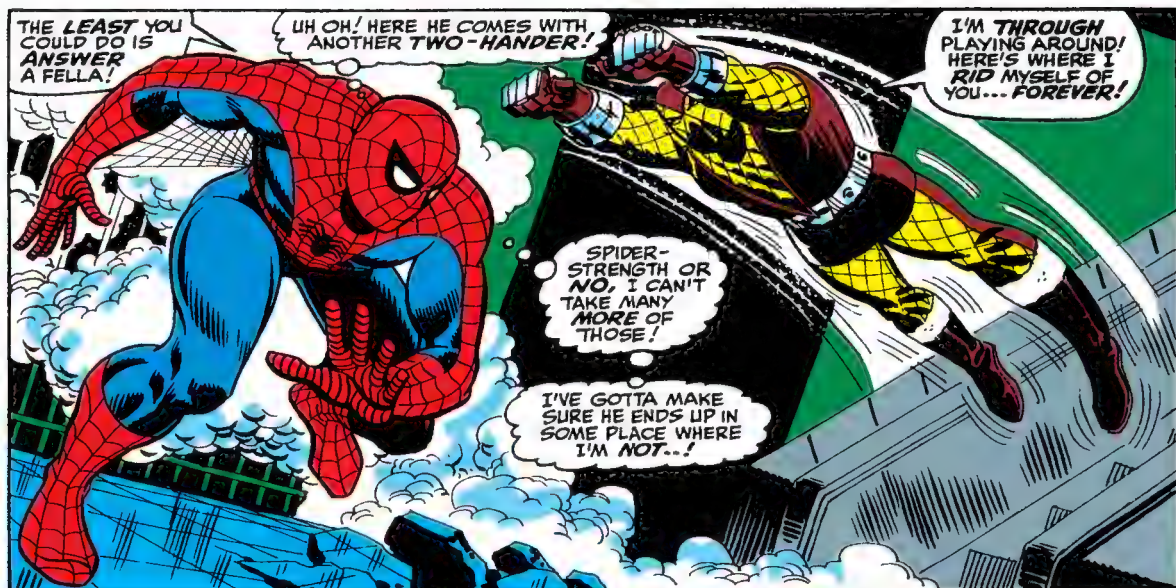
WHO EVER **HEARD** OF A **SWINGIN' SUPER-HERO** **BABYING** HIMSELF?











THE LEAST YOU
COULD DO IS
ANSWER
A FELLA!

UH OH! HERE HE COMES WITH
ANOTHER TWO-HANDER!

I'M *THROUGH*
PLAYING AROUND!
HERE'S WHERE I
RID MYSELF OF
YOU... FOREVER!

SPIDER-
STRENGTH OR
NO, I CAN'T
TAKE MANY
MORE OF
THOSE!

I'VE GOTTA MAKE
SURE HE ENDS UP IN
SOME PLACE WHERE
I'M NOT..!



PTHUPP!

PTHUPP!

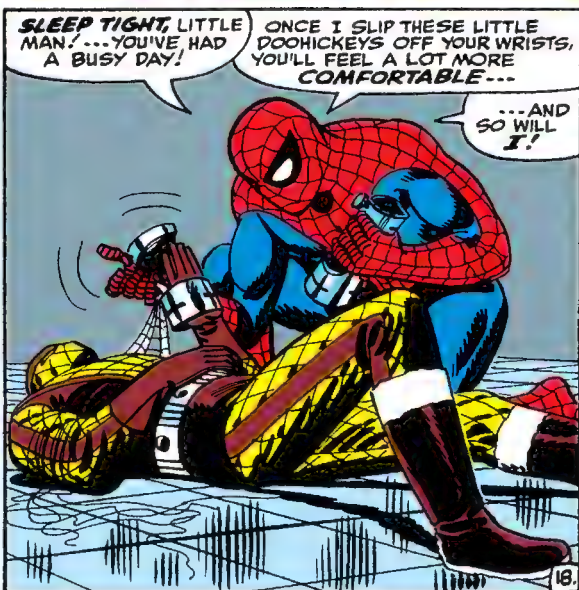
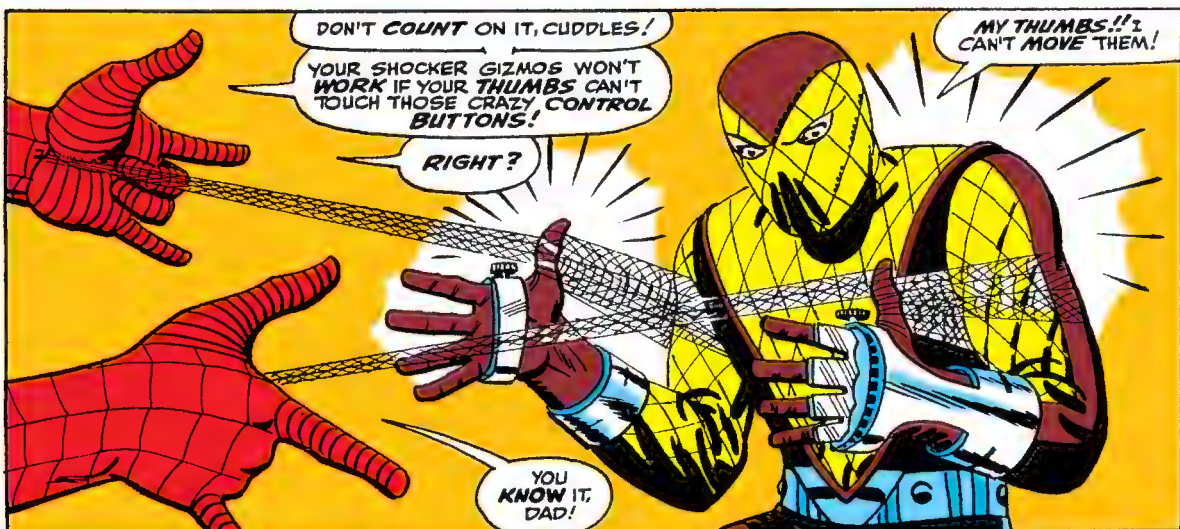
SLOW
DOWN,
TIGER!
I'M NOT
GOIN'
ANY-
WHERE..!

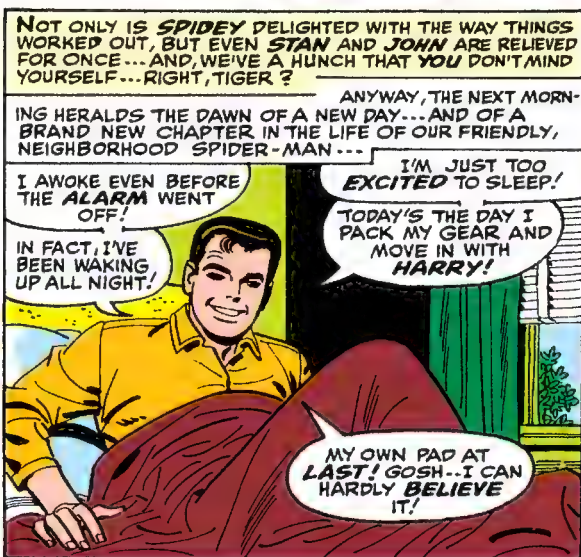


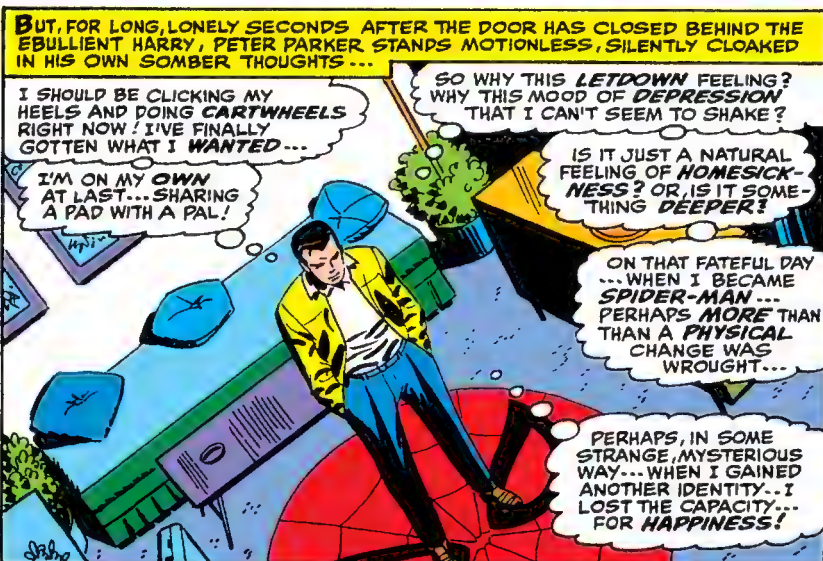
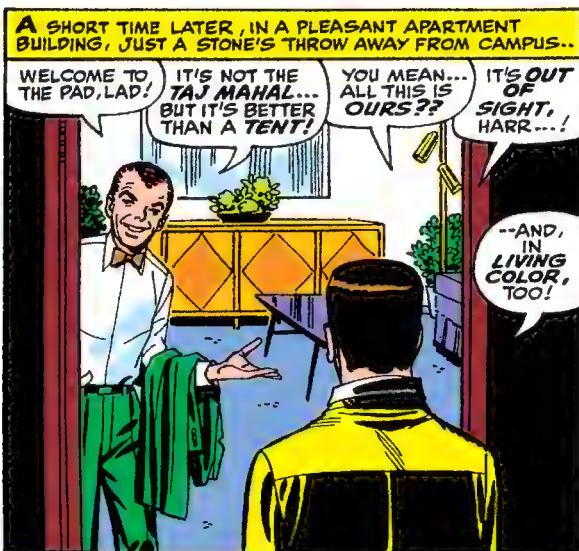
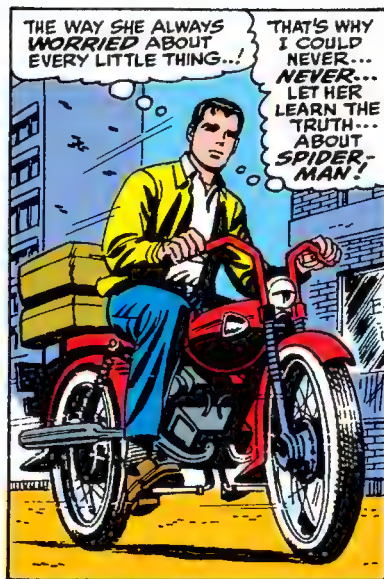
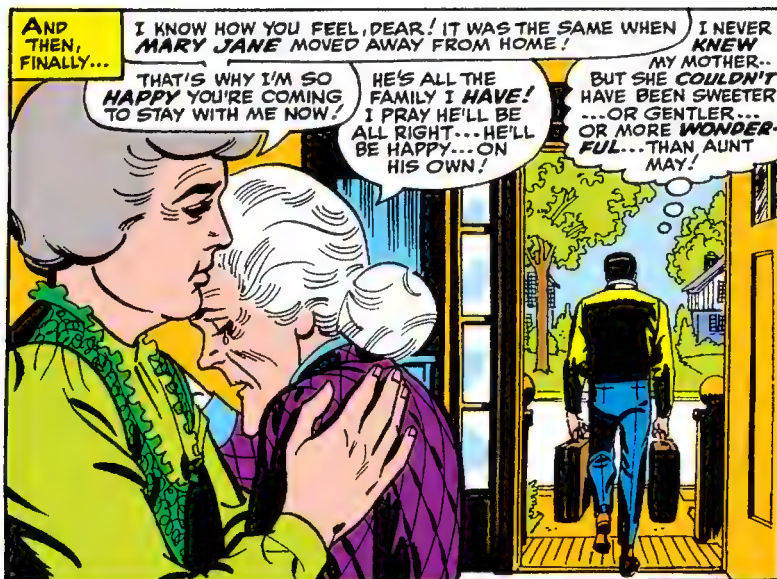
...BUT,
YOU ARE!

RATS! HE
MANAGED TO
CUSHION MY
BLOW AGAIN BY
VIBRATING
HIS BODY AS
I CONNECTED!

SPOK!







next:

**MORE POWERFUL!
MORE DANGEROUS!
MORE DEADLY
THAN EVER!**

**THE
RETURN
OF
KRAVEN
THE
HUNTER!**

20



MARVEL
COMICS
GROUP

12¢ 47
IND. APR

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY



WOULD'JA
BELIEVE---
KRAVEN
THE
HUNTER!

THE AMAZING SPIDER-MAN!

WORRY NOT, FRANTIC ONE! IF THIS TANTALIZING TABLEAU MAKES YOU FEEL AS THOUGH YOU'VE JUST WALKED IN AT THE MIDDLE OF A MOVIE, THAT'S THE WHOLE IDEA!

IT'S SUPPOSED TO AROUSE YOUR INTEREST, EXCITE YOUR CURIOSITY, AND TITILLATE YOUR THIRST FOR... THE UNEXPECTED!

HOWEVER, NOW THAT WE GOT YOU TO READ THIS FAR, WE'D BETTER ADMIT THAT IT'S A FLASHBACK SCENE, SHOWING AN INCIDENT THAT OCCURRED JUST A FEW MONTHS AGO, WHILE THE GREEN GOBLIN WAS STILL FLYIN' HIGH! SO, LET'S JOIN THE PARTY, AND SEE WHAT'S SHAKIN', SWEETIE...!

HAN! SPIDER-MAN THINKS KRAVEN IS FIGHTING HIM JUST FOR THE SHEER LOVE OF BATTLE!

BUT, LITTLE DOES THE WEB-SLINGING FOOL REALIZE THAT THE GREEN GOBLIN HAS PROMISED TO PAY THE HUNTER TWENTY THOUSAND DOLLARS FOR THE DEATH OF SPIDER-MAN!

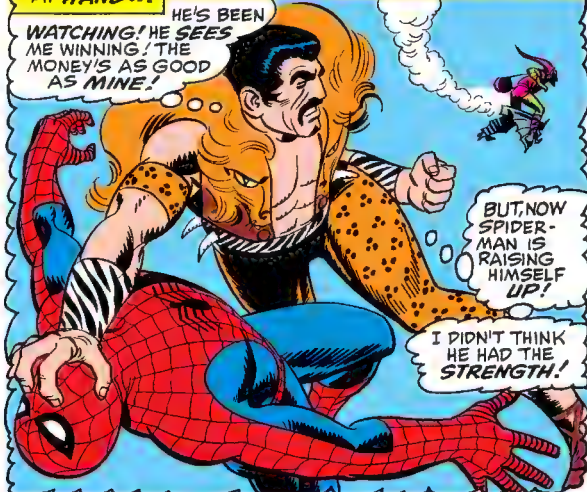
IF THAT'S THE BEST YOU CAN DO, MASKED MAN, THE VICTORY IS AS GOOD AS MINE!

"IN THE HANDS OF THE HUNTER!"

A SWINGIN' SUPER-SPECIAL SPIDEY SAGA, BY:
STAN LEE and JOHN ROMITA
ABETTED and LETTERED BY: **SAM ROSEN**

EVEN AS THEY **FOUGHT**, KRAVEN WAS SO OBSESSED WITH THE THOUGHT OF THE \$20,000 HE HAD BEEN PROMISED, THAT HE COULD BARELY CONCENTRATE ON THE MATTER AT HAND...

HE'S BEEN WATCHING! HE SEES ME WINNING! THE MONEY'S AS GOOD AS MINE!



BUT NOW SPIDER-MAN IS RAISING HIMSELF UP!

I DIDN'T THINK HE HAD THE STRENGTH!

THEN, MOMENTS LATER...

I WAS TOO CARELESS! BY DIVERTING MY ATTENTION, HE MANAGED TO ESCAPE ME!

BUT, I HAVE PROVEN THAT I AM HIS MASTER! THE NEXT ROUND WILL BE MINE!

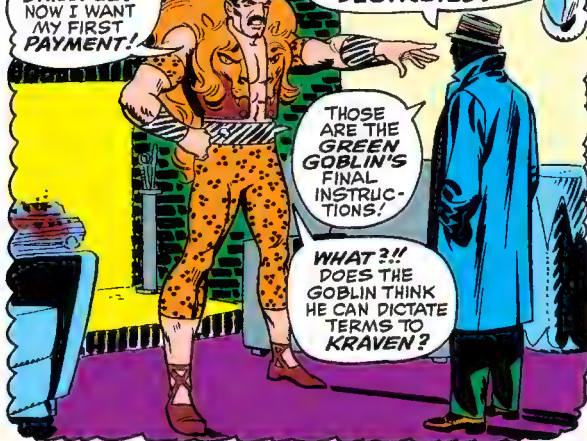
AND WHEN THE GREEN GOBLIN'S MESSENGER MEETS ME TONIGHT, I'LL DEMAND THE FIRST HALF PAYMENT OF MY MONEY!



AND SO...

THE GOBLIN SAW ME BATTLE SPIDER-MAN... HE SAW HOW MUCH STRONGER I WAS... HOW MUCH MORE SKILLFUL! NOW I WANT MY FIRST PAYMENT!

THERE WILL BE ONLY ONE PAYMENT... THE FULL AMOUNT... BUT NOT UNTIL SPIDER-MAN HAS BEEN COMPLETELY DESTROYED!



THOSE ARE THE GREEN GOBLIN'S FINAL INSTRUCTIONS!

WHAT?!! DOES THE GOBLIN THINK HE CAN DICTATE TERMS TO KRAVEN?

LOOK... DON'T TAKE IT OUT ON ME, FELLA! I'M JUST HIS GO-BETWEEN!

I'LL DO MORE THAN TELL HIM! AFTER SPIDER-MAN FALLS, THE GREEN GOBLIN WILL BE MY NEXT VICTIM!



YOU'RE LIVING IN A FOOL'S PARADISE, CHUM! NOBODY CAN BEAT THE GOBLIN!

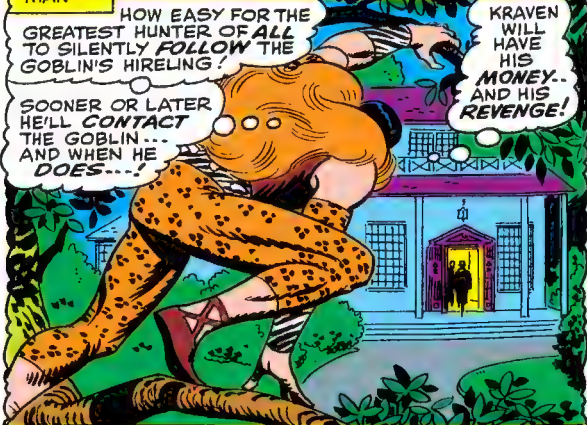
GET OUT! TELL HIM TO PAY ME... OR HE DIES!

BUT, NO SOONER DID THE UNKNOWN EMISSARY DEPART, THAN...

HOW EASY FOR THE GREATEST HUNTER OF ALL TO SILENTLY FOLLOW THE GOBLIN'S HIRELING!

SOONER OR LATER HE'LL CONTACT THE GOBLIN... AND WHEN HE DOES...

KRAVEN WILL HAVE HIS MONEY... AND HIS REVENGE!



NEFARIOUS NOTE: IN CASE YOU DON'T REMEMBER THIS STIRRING SEQUENCE FROM ISH #15 OR #34 (KRAVEN'S LAST TWO APPEARANCES), IT'S BECAUSE WE DIDN'T SHOW IT! AFTER ALL, WE CAN'T BLOW THE WHOLE BIT IN EVERY YARN.

... SNEAKY STAN.

BUT, AS THE LONG UNEVENTFUL EVENING WORE ON...

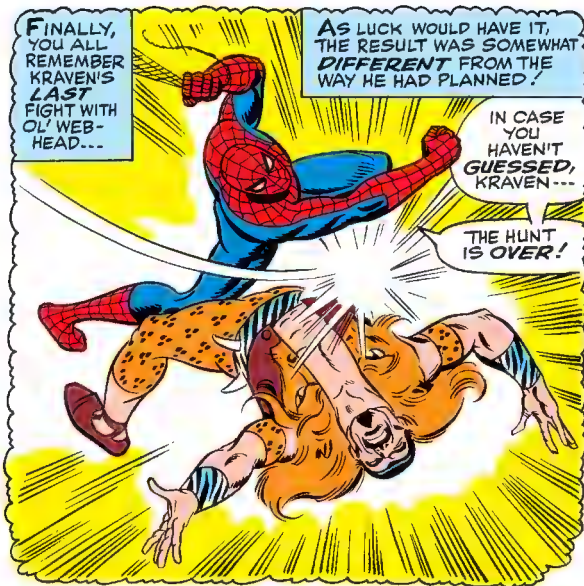
NO SIGN OF THE GOBLIN! HE MUST NOT BE MEETING HIM TONIGHT!

BUT, AT LEAST I LEARNED THAT HIS MOUTHPIECE IS NORMAN OSBORN, THE RICH CHEMICAL MANUFACTURER!

THE GOBLIN MUST BE BIGGER THAN I THOUGHT TO HAVE A MILLIONAIRE LIKE HIM SERVING AS HIS FLUNKY!*



* TOO BAD KRAVEN NEVER READ ISH #40 LIKE WE DID, OR HE'D KNOW THAT OSBORN HIMSELF WAS THE GOBLIN... RIGHT, TIGER? --YOU KNOW WHO!

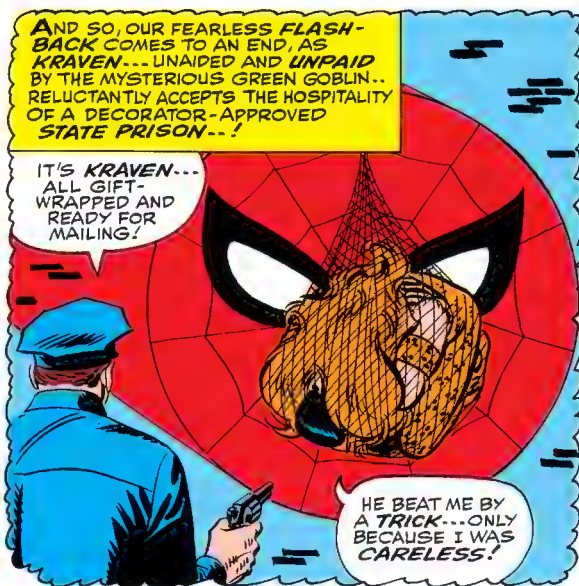


FINALLY, YOU ALL REMEMBER KRAVEN'S LAST FIGHT WITH OL' WEB-HEAD...

AS LUCK WOULD HAVE IT, THE RESULT WAS SOMEWHAT DIFFERENT FROM THE WAY HE HAD PLANNED!

IN CASE YOU HAVEN'T GUESSED, KRAVEN...

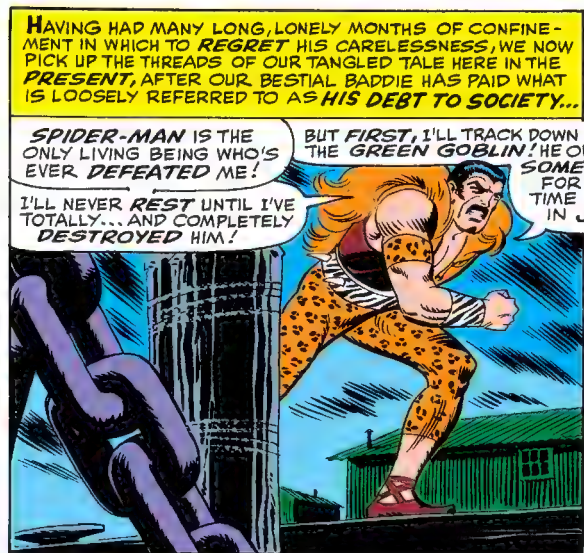
THE HUNT IS OVER!



AND SO, OUR FEARLESS FLASH-BACK COMES TO AN END, AS KRAVEN... UNAIDED AND UNPAID BY THE MYSTERIOUS GREEN GOBLIN... RELUCTANTLY ACCEPTS THE HOSPITALITY OF A DECORATOR-APPROVED STATE PRISON...!

IT'S KRAVEN... ALL GIFT-WRAPPED AND READY FOR MAILING!

HE BEAT ME BY A TRICK... ONLY BECAUSE I WAS CARELESS!



HAVING HAD MANY LONG, LONELY MONTHS OF CONFINEMENT IN WHICH TO REGRET HIS CARELESSNESS, WE NOW PICK UP THE THREADS OF OUR TANGLED TALE HERE IN THE PRESENT, AFTER OUR BESTIAL BADDIE HAS PAID WHAT IS LOOSELY REFERRED TO AS HIS DEBT TO SOCIETY...

SPIDER-MAN IS THE ONLY LIVING BEING WHO'S EVER DEFEATED ME!

BUT FIRST, I'LL TRACK DOWN THE GREEN GOBLIN! HE OWES ME SOMETHING FOR THE TIME I SPENT IN JAIL!

I'LL NEVER REST UNTIL I'VE TOTALLY... AND COMPLETELY DESTROYED HIM!



THEN, EFFORTLESSLY BREAKING INTO THE MORGUE ROOM OF THE DAILY BUGLE, KRAVEN TEARS THROUGH THE BACK ISSUES, UNTIL HE FINDS...

I'M TOO LATE! HE'S DEAD... AND SPIDER-MAN HAD A HAND IN IT!

DAILY BUGLE
GREEN GOBLIN DIES IN FIRE!
SPIDER-MAN AT SCENE!



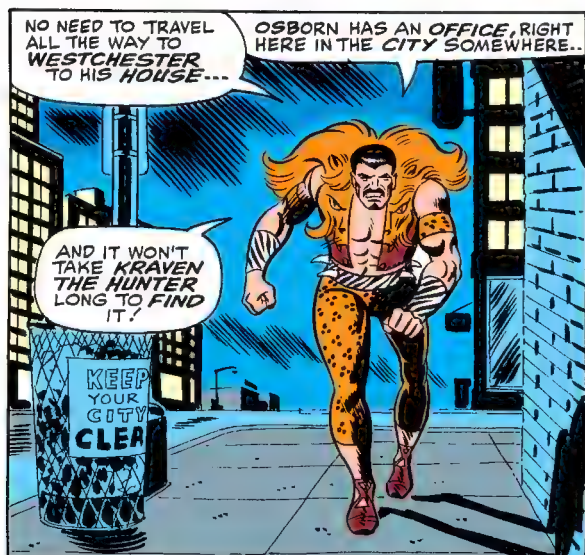
ONCE AGAIN THAT MASKED, WEB-SLINGING WEASEL HAS SPOILED MY PLANS!

AND THIS TIME HE'LL PAY FOR IT... AND HE'LL PAY IN FULL!

BUT FIRST, I NEED MONEY... AND I KNOW JUST WHERE TO GET IT...!

NORMAN OSBORN... THE GOBLIN'S FLUNKY! HE'LL PAY MY PRICE... OR DIE!

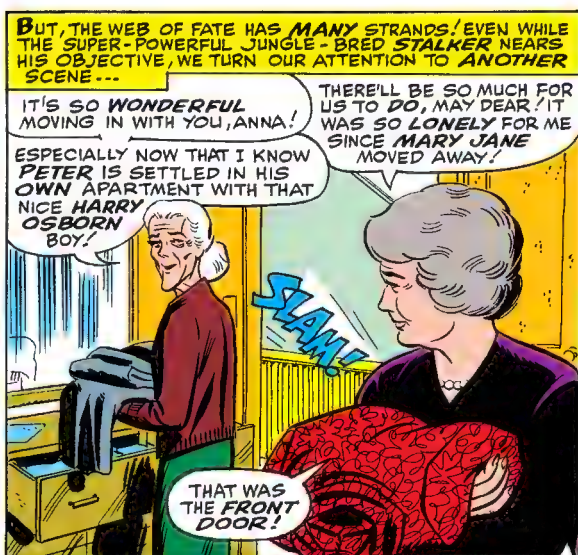
BTANN!



NO NEED TO TRAVEL ALL THE WAY TO **WESTCHESTER** TO HIS **HOUSE**...

OSBORN HAS AN **OFFICE**, RIGHT HERE IN THE **CITY** SOMEWHERE...

AND IT WON'T TAKE **KRAVEN THE HUNTER** LONG TO FIND IT!

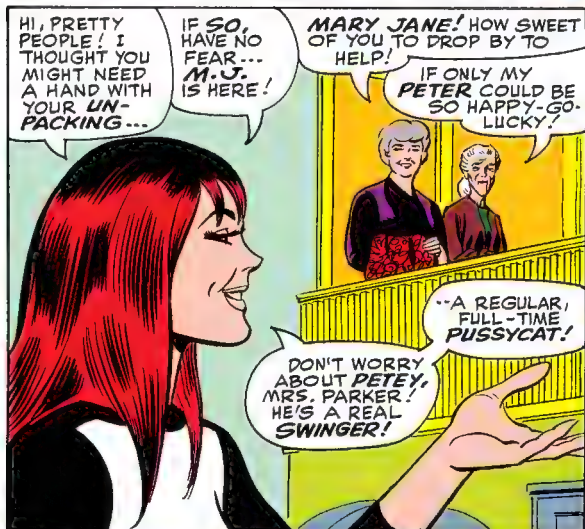


IT'S SO **WONDERFUL** MOVING IN WITH YOU, **ANNA**!

THERE'LL BE SO MUCH FOR US TO **DO**, MAY DEAR! IT WAS SO **LONELY** FOR ME SINCE **MARY JANE** MOVED AWAY!

ESPECIALLY NOW THAT I KNOW **PETER** IS SETTLED IN HIS OWN APARTMENT WITH THAT NICE **HARRY OSBORN** BOY!

THAT WAS THE **FRONT DOOR**!



HI, PRETTY PEOPLE! I THOUGHT YOU MIGHT NEED A HAND WITH YOUR **UN-PACKING**...

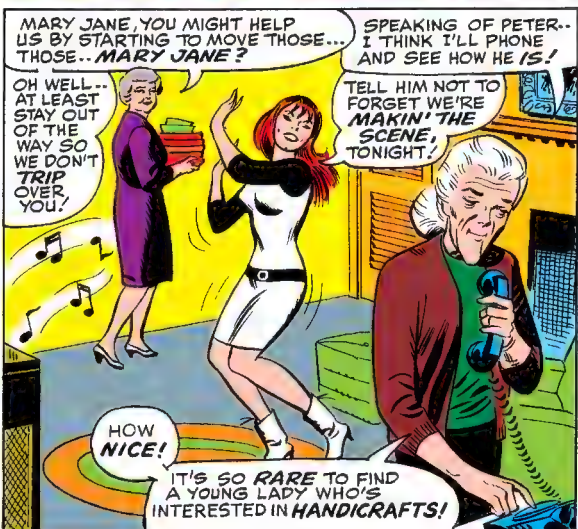
IF **SO**, HAVE NO **FEAR**... **M.J.** IS HERE!

MARY JANE! HOW SWEET OF YOU TO DROP BY TO **HELP**!

IF ONLY MY **PETER** COULD BE SO **HAPPY**-GO-**LUCKY**!

...A **REGULAR**, **FULL-TIME** **PUSSYCAT**!

DON'T WORRY ABOUT **PETEY**, **MRS. PARKER**! HE'S A **REAL** **SWINGER**!



MARY JANE, YOU MIGHT **HELP** US BY **STARTING** TO **MOVE** THOSE... **THOSE**... **MARY JANE**?

SPEAKING OF **PETER**... I THINK I'LL **PHONE** AND **SEE** HOW HE **IS**!

OH WELL... AT LEAST **STAY** OUT OF THE **WAY** SO WE DON'T **TRIP** OVER YOU!

TELL HIM NOT TO **FORGET** WE'RE **MAKIN'** THE **SCENE**, **TONIGHT**!

HOW **NICE**!

IT'S SO **RARE** TO FIND A **YOUNG** **LADY** WHO'S **INTERESTED** IN **HANDICRAFTS**!



SECONDS LATER, A **BRIGHT-EYED** AND **BUSHY-TAILED** **PETER PARKER** **SAYS**...

MAY! AND I HEAR SOME **ROCK 'N' ROLL** IN THE **BACKGROUND**!

I HAD A **HUNCH** THAT YOU AND **MRS. WATSON** WERE **REALLY** **WITH** IT!

RING!

THE **DOOR** **BELL**! I'LL **GET** IT, **PETE**!



WHAT'S THAT? THE **MUSIC** IS **MARY JANE**'S? OH, SHE'S **PLAYING** **RECORDS**! **HUH**? WHAT DID YOU **SAY**?

AUNT MAY... FOR THE **ZILLIONTH** **TIME**... THE **WORD** IS **PUSSYCAT**... NOT **PUSSYWILL**!

I'LL **BET** SHE'S **PUTTING** YOU **ON**, **SON**! YOUR **AUNT**'S **PROBABLY** **HIPPER** THAN **YOU**!

WHO **ISN'T**, **DAD**?

NO, NOT **YOU**, **AUNT MAY**! I WAS **TALKING** TO **HARRY**!

I'D **BETTER** **SEE** WHO'S AT THE **DOOR**! I'D **HATE** TO **KEEP** **SOPHIA LOREN** **WAITING**!

OR, WOULDJA **BELIEVE** **CAPTAIN KANGAROO**?



DAD! **GOSH**, WHAT A **SURPRISE**! YOU'RE A **REAL** **EARLY-BIRD**!

HELLO, **SON**! I CAME TO **SEE** HOW YOU AND YOUR **NEW** **ROOM-MATE** ARE **GETTING** **ALONG**!

I'M **GLAD**! I'VE **BEEN** **WAITING** YOU TO **MEET** **OL' PETE**! **COME** **ON** **IN**...

THERE HE IS, DAD! HE'S NOT MUCH TO LOOK AT, BUT AT LEAST HE DOESN'T SNORE!

GOOD TO MEET YOU, MY BOY! I'VE HEARD SOME FINE THINGS ABOUT YOU!

YOU'RE ATTENDING E.S.U. ON A SCIENCE SCHOLARSHIP, AREN'T YOU?

YES, I AM, SIR!

IT'S A GOOD THING... FOR ALL OF US... THAT HE DOESN'T REMEMBER THAT WE DID MEET BEFORE...

...WHEN HE BATTLED SPIDER-MAN... IN THE GUISE OF THE GREEN GOBLIN!

WHO EVER THOUGHT WE'D ONE DAY BE SHAKING HANDS, AFTER HE RETURNED TO NORMAL... WITH NO MEMORY OF WHAT HAD HAPPENED?!!

I'VE BEEN WANTING TO THANK YOU FOR THE OFFER HARRY SAID YOU'D MADE ME... TO WORK FOR YOUR COMPANY SOME TIME!

IT STILL GOES, PARKER! I CAN ALWAYS USE A BRIGHT SCIENCE MAJOR IN MY BUSINESS!

JUST GIVE HARRY THE WORD WHEN YOU'RE READY!

I'VE GOT TO RUN NOW, SON, I'VE A BUSINESS APPOINTMENT ON THE COAST, AND MY PLANE LEAVES WITHIN THE HOUR!

THAT'S WHY I DROPPED BY SO EARLY, I WANTED TO SAY SO LONG!

HAVE A GOOD TRIP, DAD!

THEY SURE HIT IT OFF WELL... NOW THAT THE GREEN GOBLIN IS A THING OF THE PAST!

BUT, SOMETIMES THE PAST HAS A WAY OF REAPPEARING... WHEN YOU LEAST EXPECT IT...

I WANT TO SEE NORMAN OSBORN!

I'M SORRY, SIR! I'M AFRAID THAT'S IMPOSSIBLE!

HE'LL BE OUT OF TOWN FOR THE REST OF THE WEEK!

OUT OF TOWN?!!

YES, SIR! MAY I ASK WHO'S CALLING?

SIR! IS ANYTHING WRONG?

WHY... ARE YOU... LOOKING AT ME... LIKE THAT??

OUT OF TOWN, EH? HE MUST HAVE HEARD I HAD RETURNED!

WELL, YOU CAN TELL HIM IT WON'T WORK... HE CAN'T HIDE FROM ME FOREVER!!

SLAM!

RUNNING INTO THE NEXT ROOM WON'T DO YOU ANY GOOD! TELL HIM THAT KRAVEN WILL BE BACK... DO YOU HEAR??

KRAVEN WILL BE BACK!

MINUTES LATER... BACK AT THE HUNTER'S HIDDEN LAIR...

NO MATTER HOW MANY OBSTACLES ARE THROWN IN MY WAY, THIS TIME KRAVEN WILL NOT FAIL!

SPIDER-MAN'S MASK WILL YET ADORN MY TROPHY ROOM!

KRAVEN NEVER MAKES THE SAME MISTAKES TWICE!

I WAS DEFEATED LAST TIME BECAUSE OF SPIDER-MAN'S GREATER SPEED!

BUT, I'VE HAD MONTHS TO DEVELOP THIS NEW WEAPON... A DOUBLE-BARRELLED RAY WHICH CAN MAGNETIZE HIS MUSCULAR ELECTROLYTES!

A COBRA-QUICK ATTACK LIKE THIS, AND HIS ACCURSED SPIDER SPEED WILL BE GONE!

ZTAK!

THEN, WITHOUT HIS SPEED, HE'LL BE HELPLESS BEFORE MY FAR GREATER STRENGTH... AND MY MATCHLESS ANIMAL POWERS!

BUT, WE KNOW YOU'D NEVER FORGIVE US IF WE DIDN'T LET YOU SEE WHAT'S COOKING AT OL' EMPIRE STATE U. RIGHT NOW... SO LET'S LEAVE KRAVEN FOR A MOMENT WHILE WE FEAST OUR EYES ON GWEN STACY AND COMPANY...

DON'T WORRY, GWEN... IF YOU'RE TOSSING THE PARTY, WE'LL BE THERE!

THAT'S FINE, BOYS! AFTER ALL, WE'RE DOING IT FOR FLASH! WE WANT HIM TO GET A GREAT SEND-OFF INTO THE ARMY!

WHO'S GONNA TAKE HIS PLACE WITH YOU, DOLL?

LOOKS LIKE I'M UP FOR GRABS, LADS!

THAT'LL BE THE DAY!

WHO ARE YOU **KIDDING**, GWEN? YOU NEVER DUG FLASH IN THE **FIRST** PLACE!

WHY WON'T YOU **ADMIT** THAT I'M THE SECRET LOVE OF YOUR LIFE?

BECAUSE IT WOULDN'T BE A **SECRET** ANY LONGER IF I **DID**, HARRY!

TOUCHE, MISS STACY! SAY, HAS ANYONE EVER TOLD YOU THAT YOU GET **PRETTIER** EVERY DAY?

ONLY MY **MIRROR**, MR. PARKER! WHOOPS... **SORRY!!**

I'VE BEEN LISTENING TO **MARY JANE** TOO LONG!

OH, SPEAKING OF **MARY JANE**... IF YOU'D LIKE TO BRING HER TO THE **PARTY**, YOU MAY!

THINGS SHOULD REALLY BE **SWINGING** BY ABOUT EIGHT... ESPECIALLY WITH **HER** THERE!

THANKS, GWEN! I'M SURE M.-J. WOULD GET A BIG **KICK** OUT OF IT!

GWEN DIDN'T EVEN GIVE ME A **CHANCE** TO ASK IF **SHE'D**... AWW, WHAT'S THE USE? TO **HER**, I'M JUST ANOTHER GUY NAMED **PETE**!

WILL YOU BE BRINGING A **DATE**, HARRY?

WITH YOU THERE, **DOLL**...?

...THAT WOULD BE LIKE BRINGING A **CHEVY** TO **GENERAL MOTORS**!

WELL, GENTLEMEN, IT'S BEEN A **REAL BALL**. THE TIME HAS COME TO FILL MY LITTLE BLONDE HEAD WITH **LEARNING**!

YOU'RE **RIGHT**! WE'D BETTER **MOVE**! I'M DUE AT THE **LAB**!

SAY, GWEN... HOW ABOUT A **SODA** AFTER CLASS WHILE WE COMPARE SOME NOTES ON **ENGLISH LITT**? I'M AFRAID I'VE GOTTEN A LITTLE **RUSTY**!

OH, **BRO-THER**! HE WALKS AWAY WITH TOP HONORS IN EVERY CLASS... AND **HE'S RUSTY**!

SO WHAT DOES THAT MAKE A GUY LIKE **ME**?

COME TO **THINK** OF IT... DON'T **ANSWER** THAT!

WHAT DO YOU **SAY**, GWEN?

SORRY, PETE! I'LL BE BUSY GETTING THINGS READY FOR FLASH'S **PARTY**!

FACE IT, PARKER! YOU **DESERVED** THAT! WHEN GWEN **WANTED** TO BE FRIENDLY, I WAS NEVER AROUND!

I'M SURE **MARY JANE** CAN HELP YOU BRUSH UP ON YOUR **NOTES**!

YEAH, SURE GWEN! NO SWEAT! SEE YOU LATER!

A FEW HOURS LATER, AS SOON AS CLASSES ARE THROUGH, A **DRAMATIC** FIGURE TURNS TO **WEB-SWINGING** AS HE ZOOMS ACROSS TOWN...

I ALMOST **FORGOT**... I HAVE TO REACH THE **BUGLE**...!

I STILL HAVE THOSE PHOTOS OF THE **SHOCKER** TO **SELL***... AND I'D BETTER **DO** IT WHILE THEY'RE STILL **NEWS**!

*SEE? OLD VILLAINS NEVER DIE! WE ALWAYS MENTION 'EM IN THE FOLLOWING **ISH**! ... **SENTIMENTAL STAN**.

AND NOW THAT WE'VE PROVEN THAT **JAZZY JOHNNY** STILL REMEMBERS HOW TO DRAW **SPIDEY**...

THERE'S **NED** AND **BETTY**! THEY MIGHT GET A **CHARGE** OUT OF COMING TO FLASH'S **PARTY**, **ALSO**!

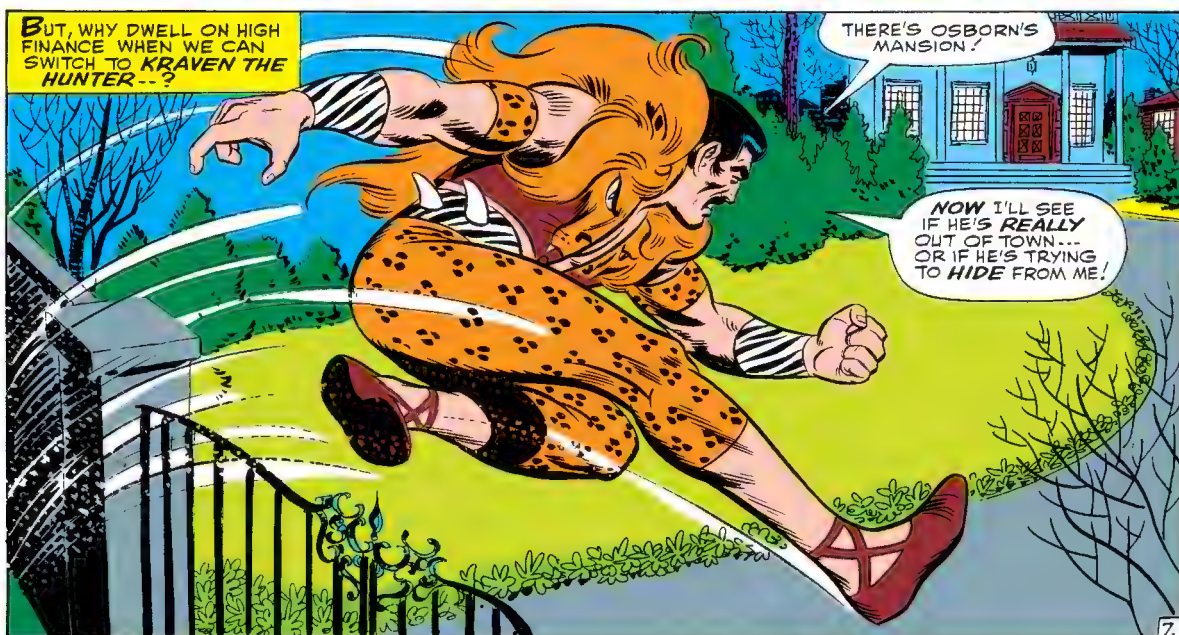
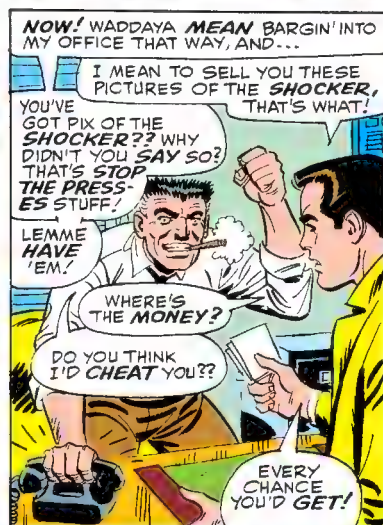
I'M GLAD I **CHANGED** UP ON THE ROOF **FAST** ENOUGH TO CATCH THEM BEFORE THEY LEAVE.

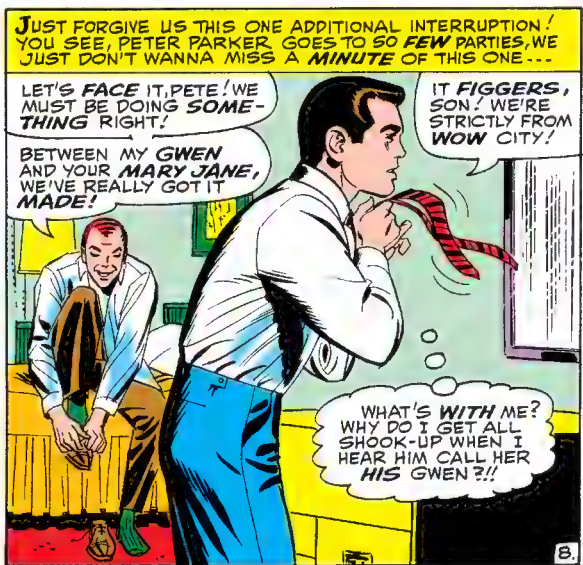
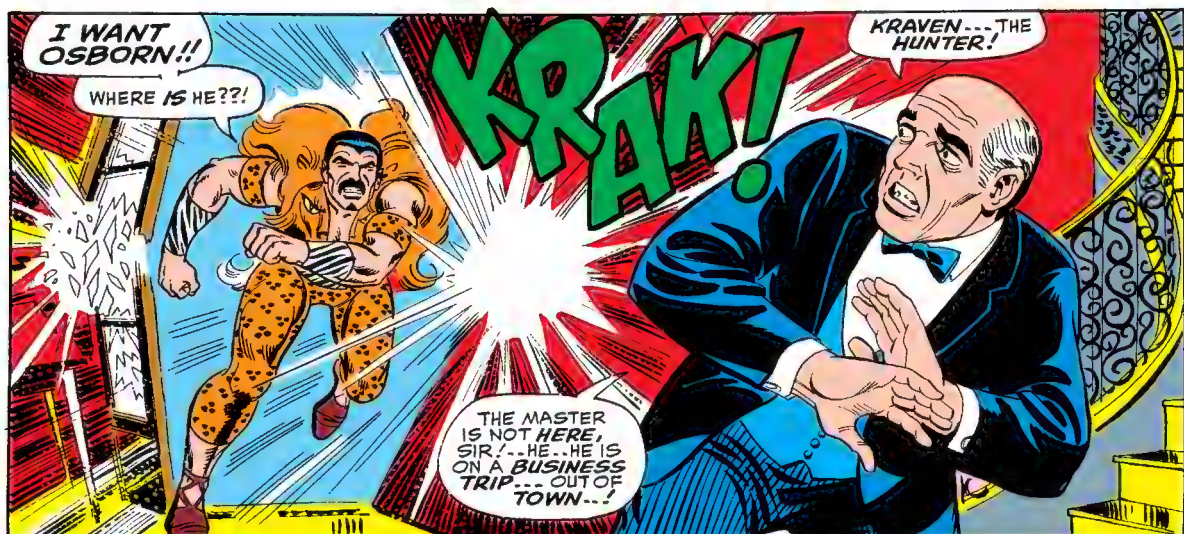
WHERE ARE YOU TWO **GOING**?? YOU'RE SUPPOSED TO **WORK TILL NOON** AROUND HERE!

BUT IT IS **NOON**, MR. **JAMESON**!

BAH! I NEVER COULD STAND **CLOCK-WATCHERS**!

SOUNDS LIKE **J.J.J.** IS IN HIS USUAL **MONDAY MORNING MOOD**!





IT'S ALL GONNA DOVETAIL
TOGETHER AND TURN INTO
A SYMPHONY OF ACTION..
OR ANYWAY, THAT'S THE
WAY WE **PLANNED** IT!
--- SMILEY!

WE'D NEVER BE
ABLE TO PICK UP
BOTH GALS ON
MY **CYCLE!**

I MAY HAVE TO
TRADE THIS CAR
IN SOON---IT
NEEDS A **WASH!**

**LOOK! THERE!
GWEN!**

**GWEN!! IF..IF
I'D KNOWN YOU'D
LOOK LIKE THAT..
I'D HAVE GOTTEN
HERE SOONER!**

WHAT DID YOU
EXPECT ME
TO LOOK LIKE?
YOGI BEAR?

IF YOU...THINK
IT'S TOO **CHILLY**..
WE CAN PUT THE
TOP UP..?

**BITE YOUR
TONGUE, IMPETUOUS
ONE! WE NIGHT
PEOPLE THRIVE
ON MOON BURNS!**

WHEN I FIRST **MET**
GWEN, AND SHE
SORT' A TOOK A
SHINE TO ME, I WAS
TOO BUSY WALTZIN'
AROUND WITH THE
MOLTEN MAN, THE
SCORPION, AND A
DOZEN OTHER BADDIES
TO GIVE HER THE TIME
OF DAY!

BUT NOW... WITH EVERYTHING NICE AND PEACEFUL... AND WITH GWEN SENDING ME INTO ORBIT WHENEVER I LOOK AT HER... SHE SUDDENLY FORGOT MY NAME!

I CAN'T WAIT TO
SEE FLASH'S
FACE WHEN WE
GIVE HIM HIS
SEND-OFF!

AND, SPEAKING
OF **FACES**...
THERE'S M.J. --!

WHO NEEDS A CAR?
WHEN THERE'S A PARTY
TO GO TO, I CAN LIKE
FLY ALL THE WAY!

SHE MAY NOT GRAB ME AS MUCH AS GWEN... BUT NOBODY CAN SAY THAT GAL ISN'T 100% DREAMVILLE!

AND NOW, TO PROVE THIS REALLY ISN'T OUR VERSION OF PEYTON PLACE, WE'RE GONNA SKIP THE ENTIRE RIDE TO THE SODA PARLOR AND DELIVER YOU TO THE SCENE ONE-TWO-THREE...

THIS IS ONE NIGHT FLASH'LL REMEMBER!

**I NEVER GOT A
SEND-OFF LIKE THIS
WHEN I JOINED THE
SCOUTS!**

WELL, IT ISN'T THE
COPACABANA,
BUT IT BEATS
DANCING ON THE
SIDEWALK!

IT WAS SO NICE OF
PETER TO *INVITE*
US, NED!

LOOKS LIKE THE GANG'S ALL *HERE!* NOW, ALL WE NEED IS *FLASH!*

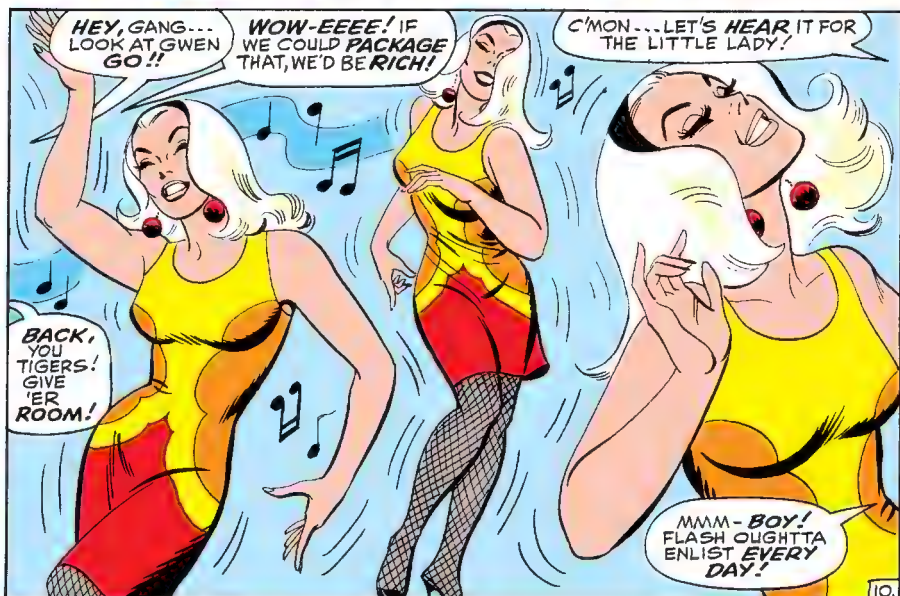
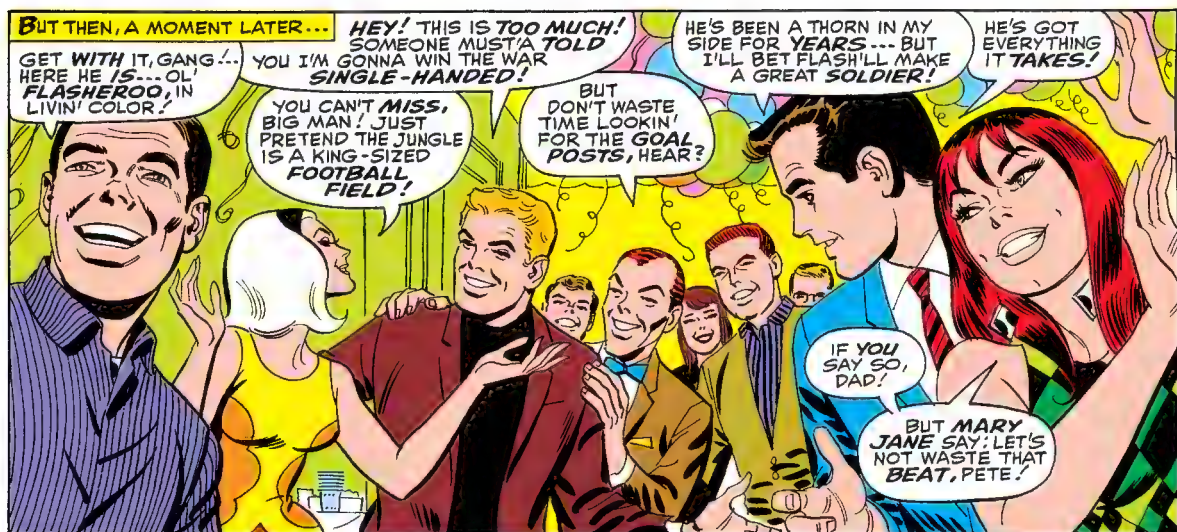
BUT WHERE'S THE GUEST OF HONOR! WHAT HAPPENED TO FLASH?

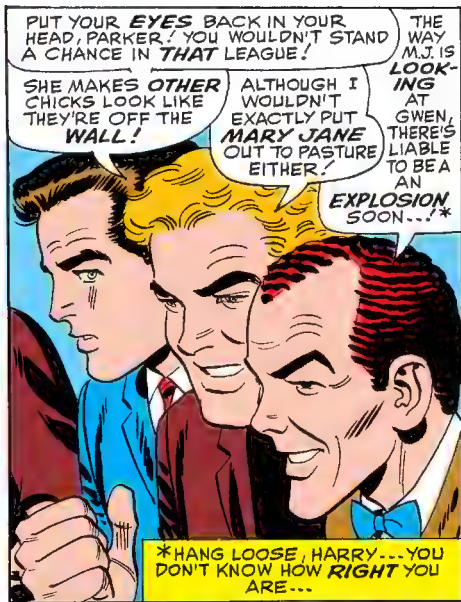
DON'T PANIC
PILGRIMS! THE
NIGHT'S STILL
YOUNG!

I WONDER WHICH OF
THOSE TWO GORGEOUS
GIRLS HE'S MOST
INTERESTED IN?

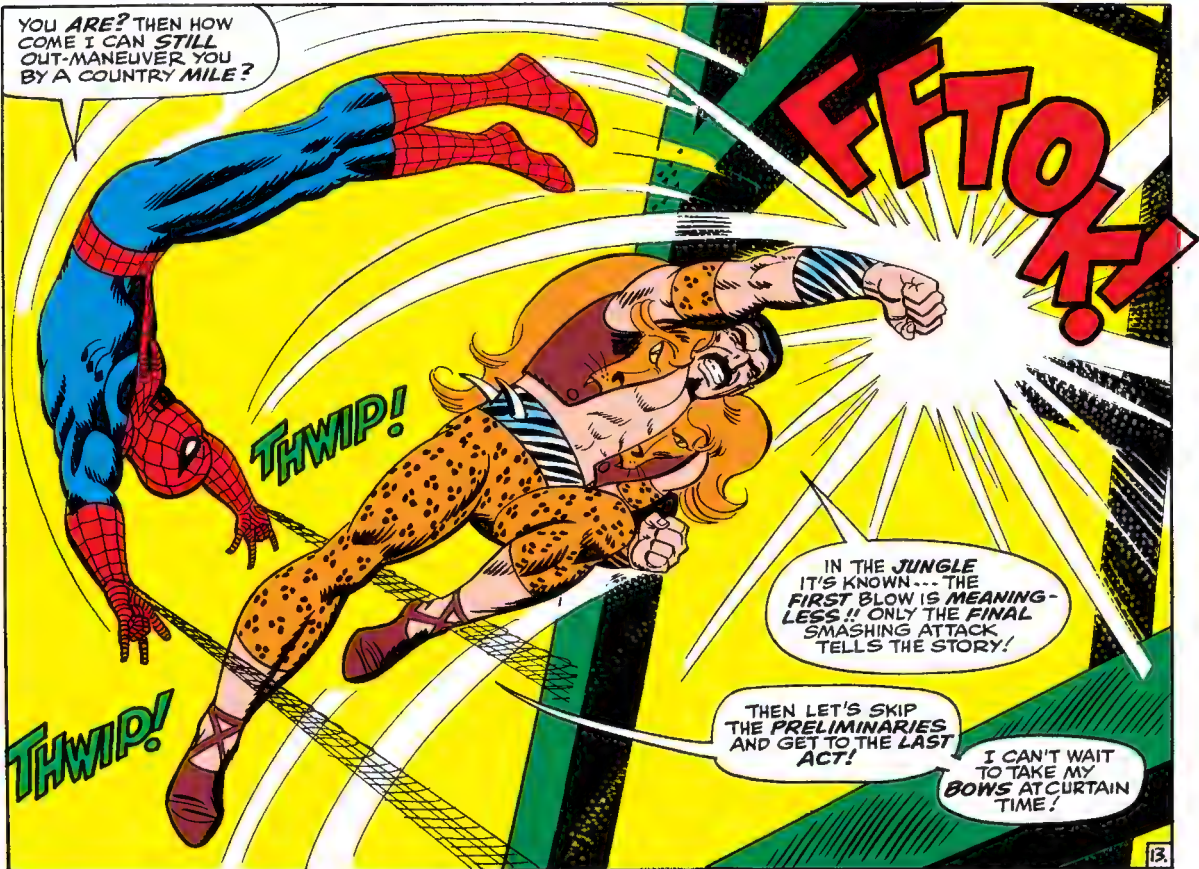
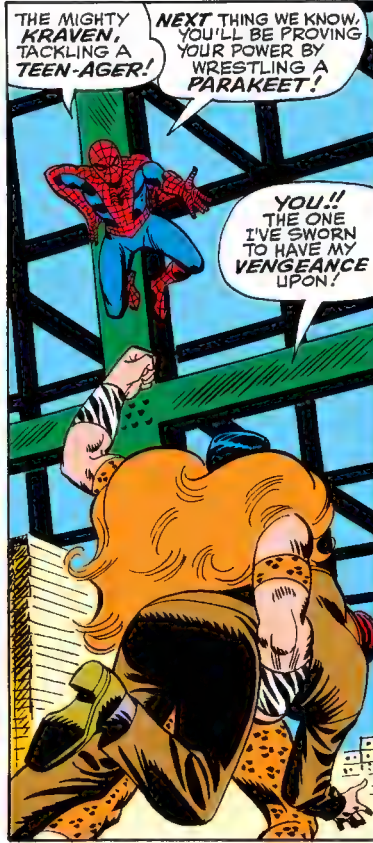
C'MON *IN*, KIDS:
YOU'RE JUST IN
TIME!

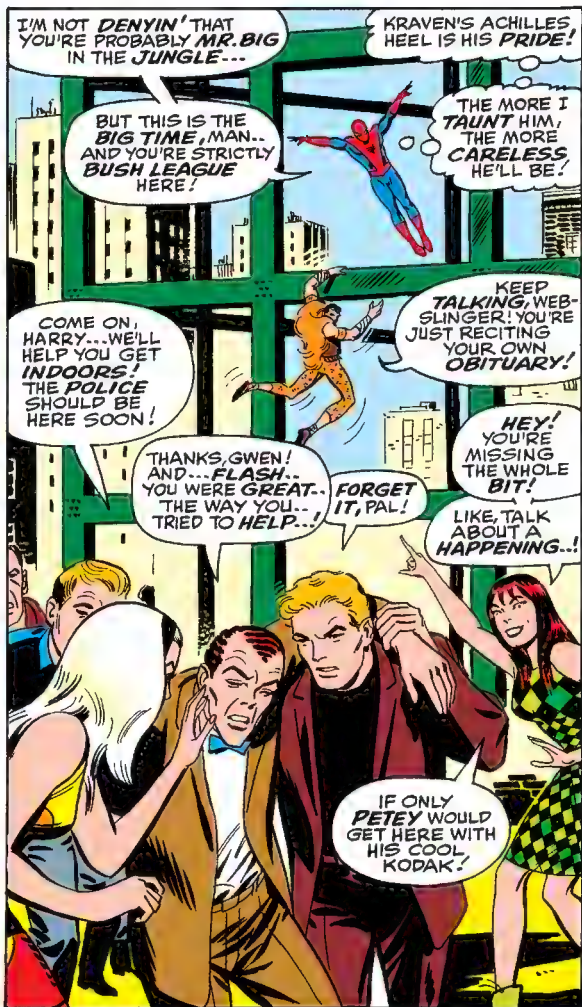
WOULDN'T IT
BE **SOMETHING**
IF HE DOESN'T
SHOW?!!

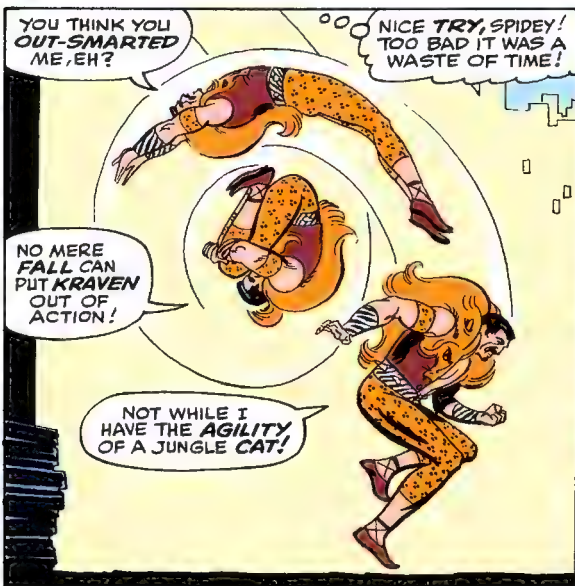
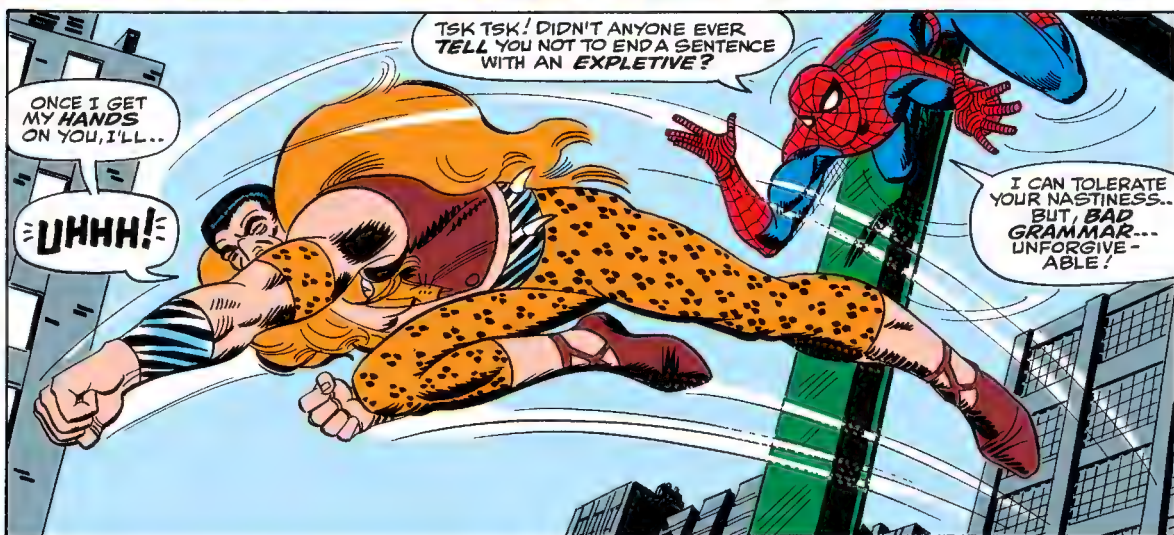






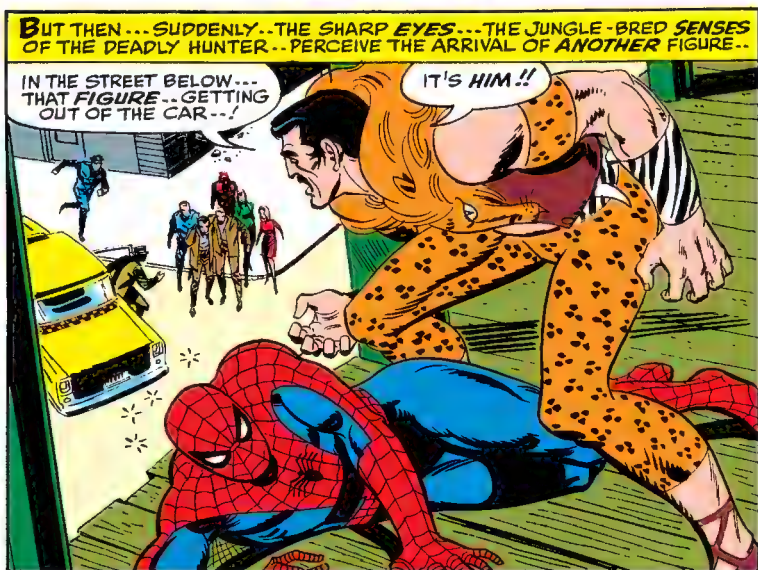


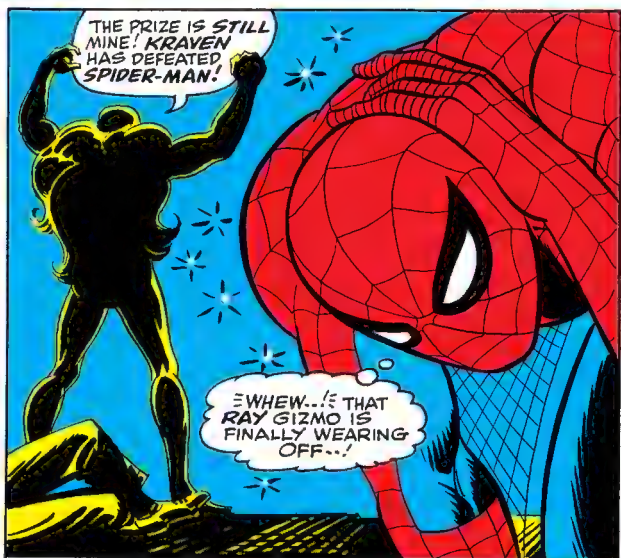


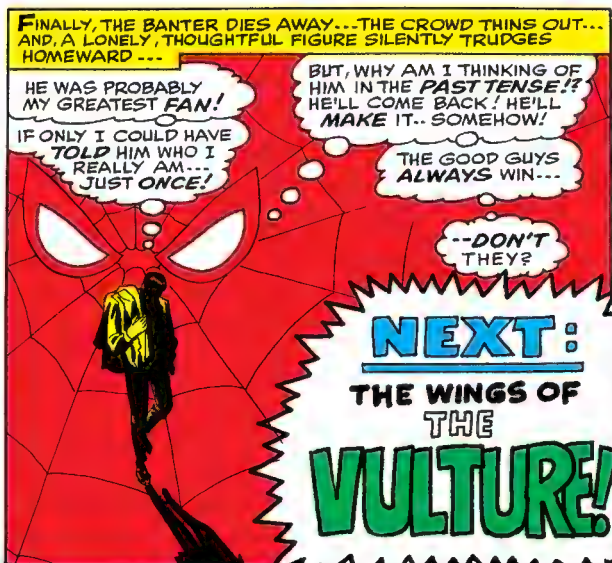
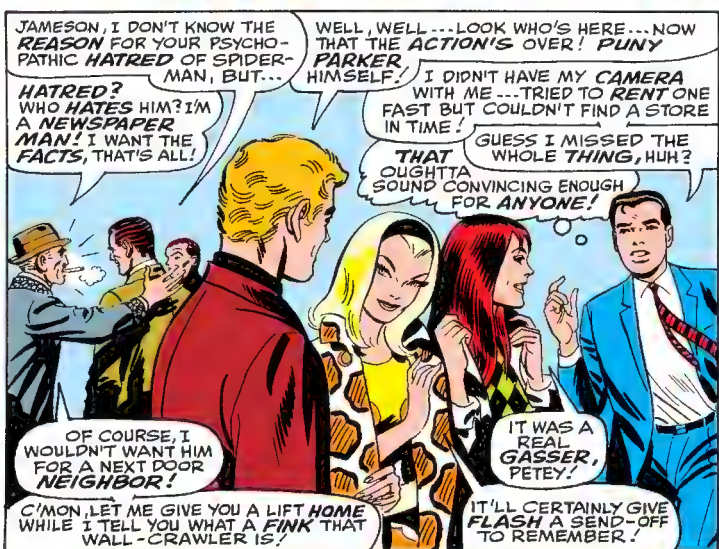
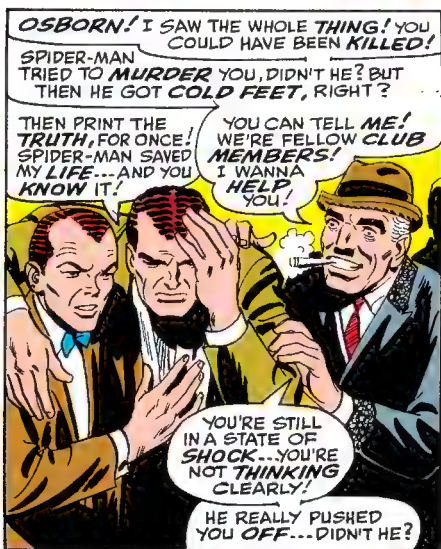










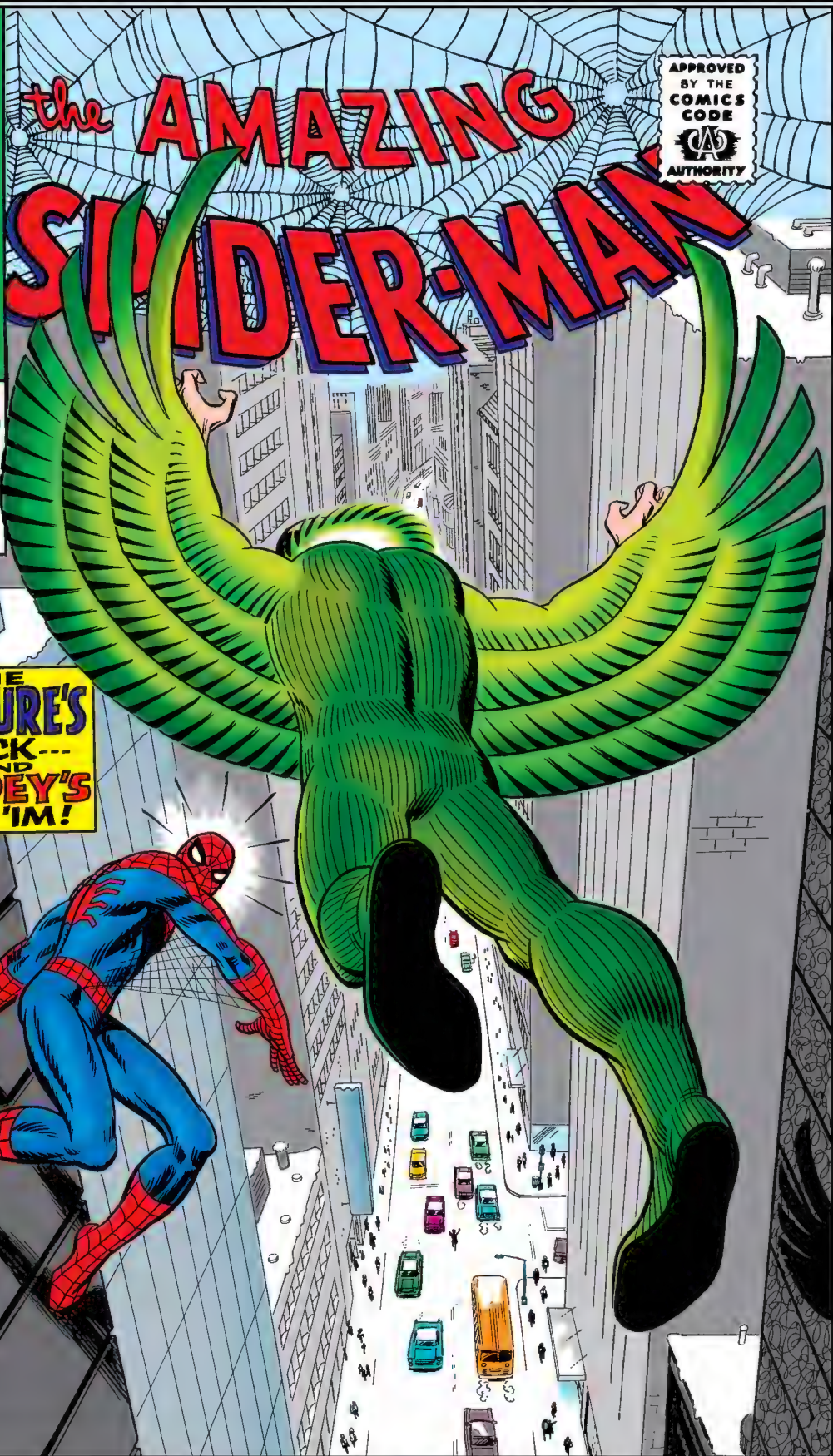




**MARVEL
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**THE
VULTURE'S
BACK---
AND
SPIDEY'S
GOT 'IM!**



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THE AMAZING SPIDER-MAN!

"THE WINGS OF THE VULTURE!"

NOW THAT MY **PETER PARKER** DUDS ARE SAFELY STASHED AWAY, IT'S **WEB-SWINGIN' TIME** AGAIN!

IF **KRAVEN, THE HUNTER** IS STILL IN THE CITY, I'VE GOT TO KEEP **SEARCHING** TILL I **FIND HIM!**

CAN'T LET THAT **TIN-HORN TARZAN** GO THROUGH LIFE THINKING HE'S **BEATEN ME!** * EVEN A **STAR- EYED SPIDER-MAN** HAS HIS **PRIDE!**

BUT, IF THIS **COLD SPELL** DOESN'T BREAK UP SOON, I'M LIABLE TO BE THE ONLY **WEB-CRAWLER** IN TOWN WEARING A **MUFFLER... AND MITTENS!**

THESE LONG-UNDERWEAR RAGS ARE GREAT FOR THE **SUPER-HERO IMAGE...** BUT A **FELLA** CAN FREEZE TO DEATH IN WEATHER LIKE THIS!

AND, AS IF THE **COLD** ISN'T BAD ENOUGH, THE HEAVY **SNOWFALL** IS MUFFLING MY **SPIDEY SENSE**, MAKING IT TOUGHER THAN EVER TO LATCH ONTO **KRAVEN!**

BUT, I CAN'T QUIT **NOW!** I'VE GOT A FEELING THAT THE **DEADLIEST FIGHT** OF MY LIFE WILL SOON BE COMING UP!

AN AWESOME AGGREGATION OF
AIRBORNE THRILLS BY:
SMILIN' JAZZY
STAN LEE and JOHNNY ROMITA
LEARNEDLY LETTERED BY:
WHAMMY SAMMY ROSEN

* IF YOU DIDN'T READ ALL ABOUT IT LAST ISH, WE'RE BEGINNING TO LOSE PATIENCE WITH YOU! ... **STERN STAN!**



THE ONLY WAY TO BEAT THE COLD IS BY MOVING FAST!

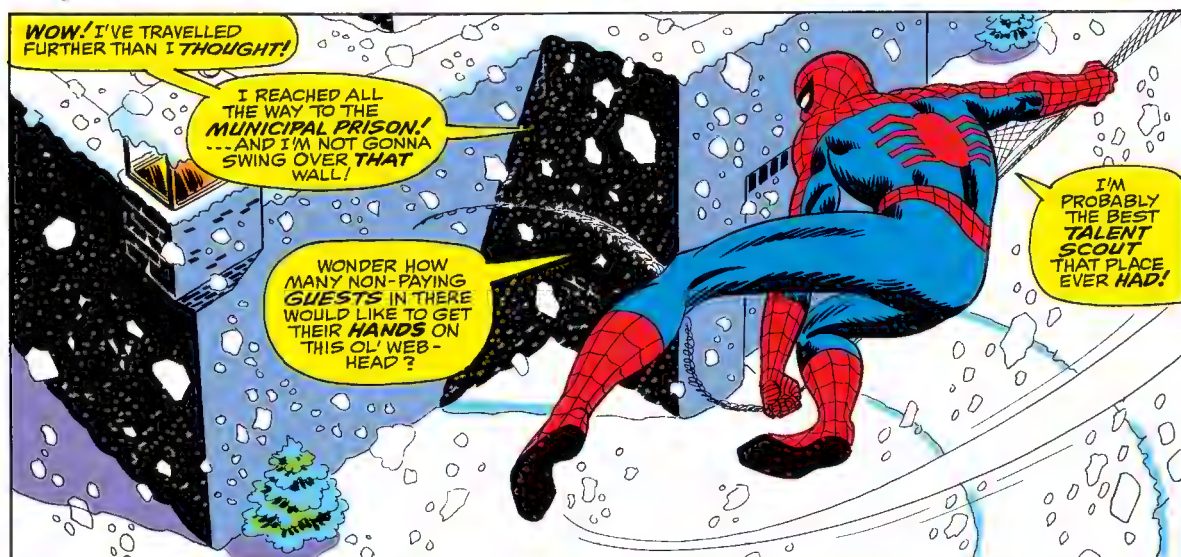
AS SOON AS I START SLOWING DOWN, IT'S FREEZEVILLE!



WITH THE PRICE OF **WEBBING** NOWADAYS, I'D BETTER START CONSERVING IT!

NO SENSE **SWINGING** OVER A ROOFTOP WHEN I CAN JUST AS EASILY LEAP IT!

BUT, ALL I'M GETTING IS **EXERCISE**! IF **KRAVEN** IS ANYWHERE WITHIN **MILES** OF HERE, YOU CAN'T PROVE IT BY ME!



WOW! I'VE TRAVELLED FURTHER THAN I THOUGHT!

I REACHED ALL THE WAY TO THE **MUNICIPAL PRISON**! ...AND I'M NOT GONNA SWING OVER THAT WALL!

WONDER HOW MANY NON-PAYING **GUESTS** IN THERE WOULD LIKE TO GET THEIR **HANDS** ON THIS OL' WEB-HEAD?

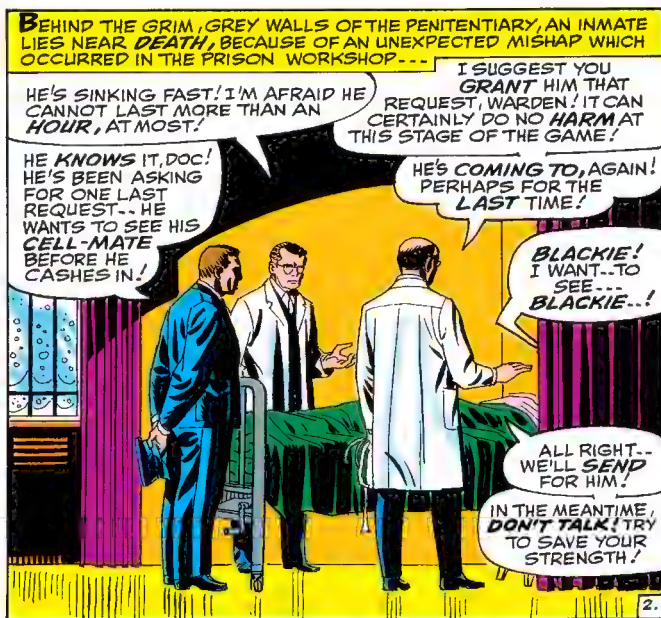
I'M PROBABLY THE BEST **TALENT SCOUT** THAT PLACE EVER HAD!



WELL, I LIKE WINTER SPORTS AS MUCH AS THE **NEXT GUY**... BUT THIS IS GETTING **RIDICULOUS**!

KRAVEN'LL HAVE TO **WAIT** WHILE I GO HOME AND HIT THE SACK!

BUT, AS SPIDEY SWINGS AWAY, LITTLE DOES HE DREAM---



BEHIND THE GRIM, GREY WALLS OF THE PENITENTIARY, AN INMATE LIES NEAR DEATH, BECAUSE OF AN UNEXPECTED MISHAP WHICH OCCURRED IN THE PRISON WORKSHOP---

HE'S SINKING FAST! I'M AFRAID HE CANNOT LAST MORE THAN AN **HOUR**, AT MOST!

I SUGGEST YOU **GRANT** HIM THAT REQUEST, WARDEN. IT CAN CERTAINLY DO NO **HARM** AT THIS STAGE OF THE GAME!

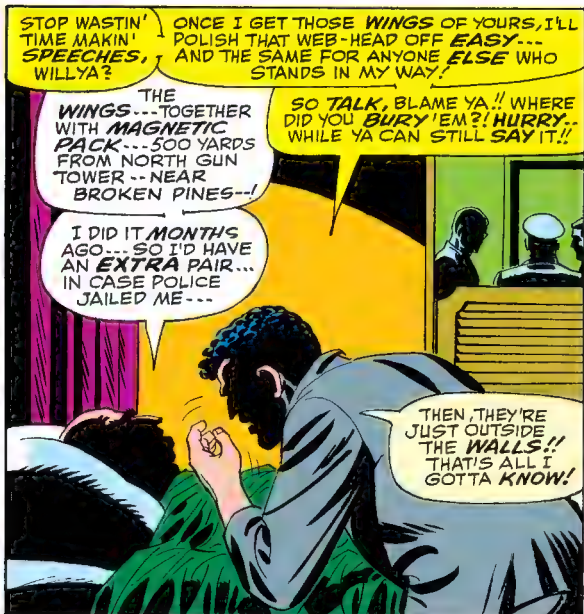
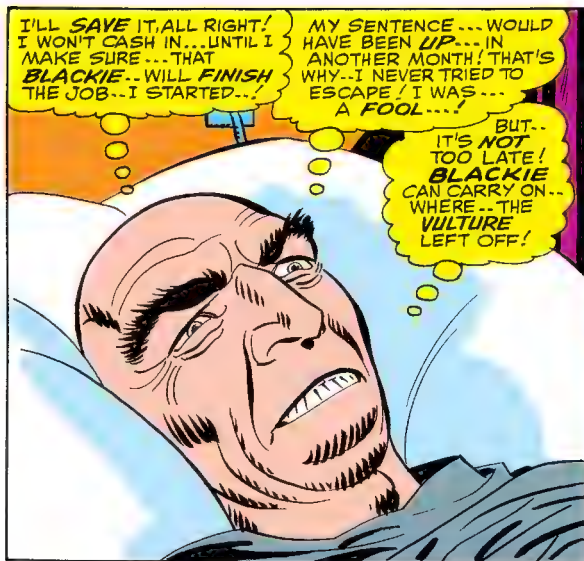
HE **KNOWS** IT, DOC! HE'S BEEN ASKING FOR ONE LAST REQUEST... HE WANTS TO SEE HIS **CELL-MATE** BEFORE HE CASHES IN!

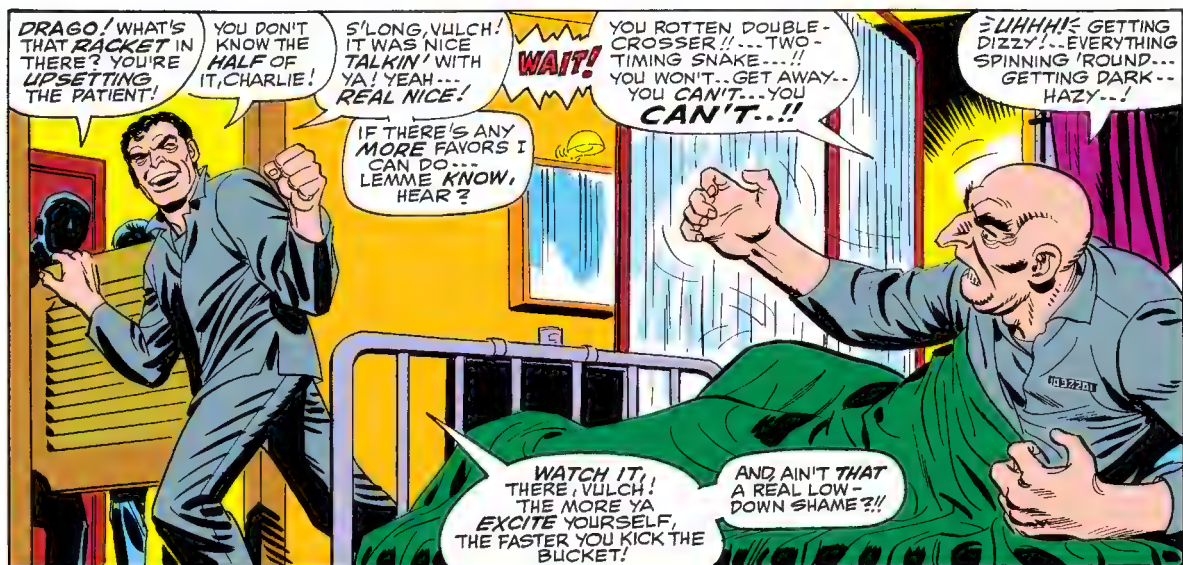
HE'S **COMING TO**, AGAIN! PERHAPS FOR THE **LAST TIME**!

BLACKIE! I WANT--TO SEE--**BLACKIE**...

ALL RIGHT--WE'LL **SEND** FOR HIM.

IN THE MEANTIME, **DON'T TALK!** TRY TO SAVE YOUR STRENGTH!





DRAGO! WHAT'S THAT RACKET IN THERE? YOU'RE UPSETTIN' THE PATIENT!

YOU DON'T KNOW THE HALF OF IT, CHARLIE!

S'LONG, VULCH! IT WAS NICE TALKIN' WITH YA! YEAH... REAL NICE!

IF THERE'S ANY MORE FAVORS I CAN DO... LEMME KNOW, HEAR?

WAIT!

YOU ROTTEN DOUBLE-CROSSER!!... TWO-TIMING SNAKE...!! YOU WON'T... GET AWAY... YOU CAN'T... YOU CAN'T...!!

LIHHH!! GETTING DIZZY!... EVERYTHING SPINNING 'ROUND... GETTING DARK... HAZY...!

WATCH IT, THERE, VULCH! THE MORE YA EXCITE YOURSELF, THE FASTER YOU KICK THE BUCKET!

AND AIN'T THAT A REAL LOW-DOWN SHAME?!!

THEY SAY A DYING MAN OFTEN SEES HIS ENTIRE LIFE PASS BEFORE HIM IN HIS FEW REMAINING SECONDS...!

IF SO, THEN SPIDER-MAN MUST BE CONSIDERED THE MOST IMPORTANT PART OF THE VULTURE'S LIFE... FOR, AS HIS QUIVERING EYELIDS CLOSE... PERHAPS FOR THE LAST TIME... HE SEEMS TO SEE...

I... COULD HAVE... BEATEN HIM...!

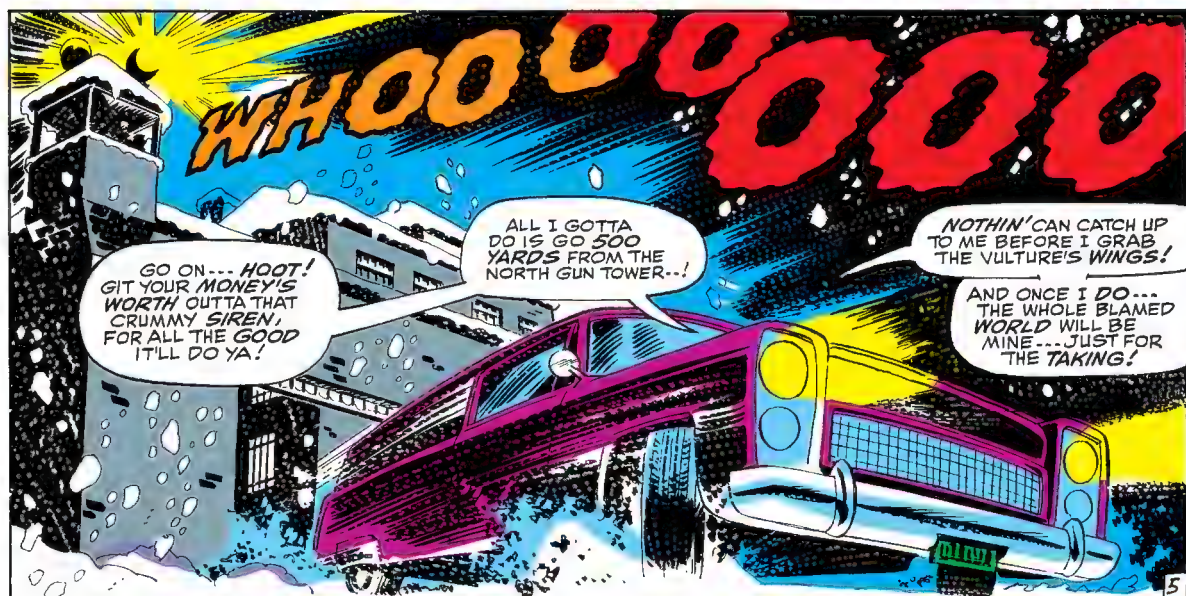
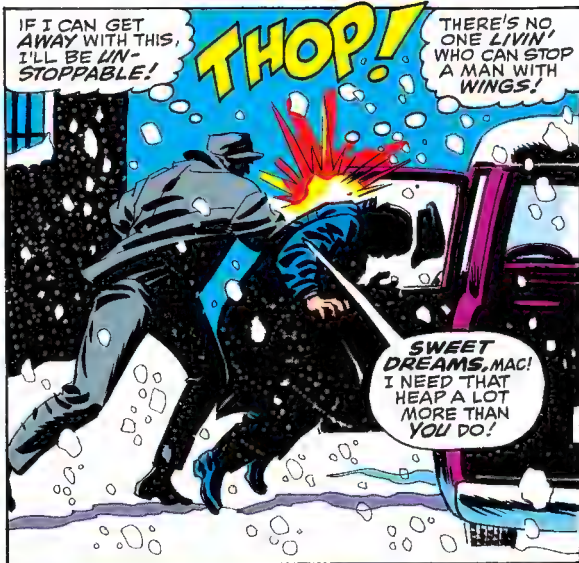
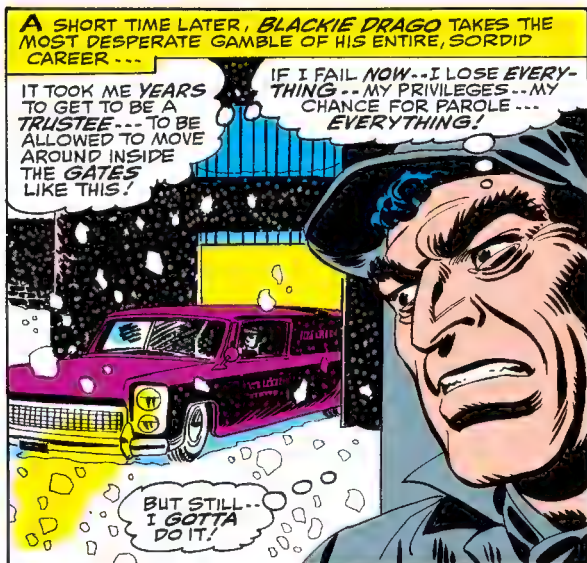
I'D HAVE DEFEATED HIM... NEXT TIME WE FOUGHT!! -- I KNOW IT!

BUT NOW... MY CHANCE... IS LOST... FOREVER...!

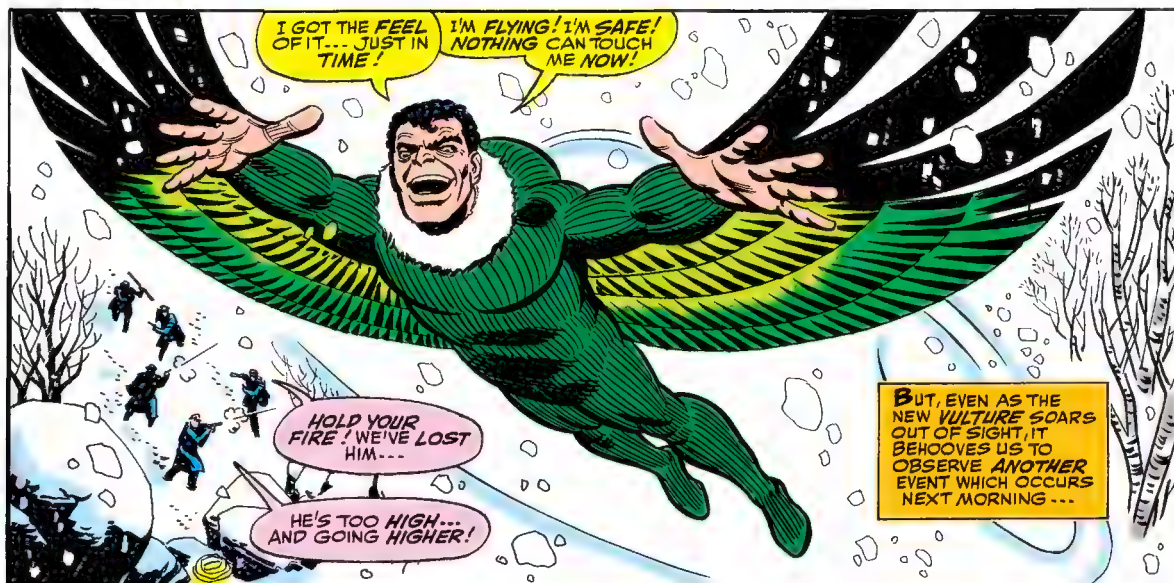
I SHOULD HAVE... WON! THE VICTORY... SHOULD HAVE BEEN... MINE...!

SO... SPIDER-MAN... IS DOOMED... AT LAST...!

NOW... IT'S UP TO... BLACKIE DRAGO! HE'S EVEN... DEADLIER... THAN I WAS... AND... HE'LL HAVE THE VULTURE'S WINGS!







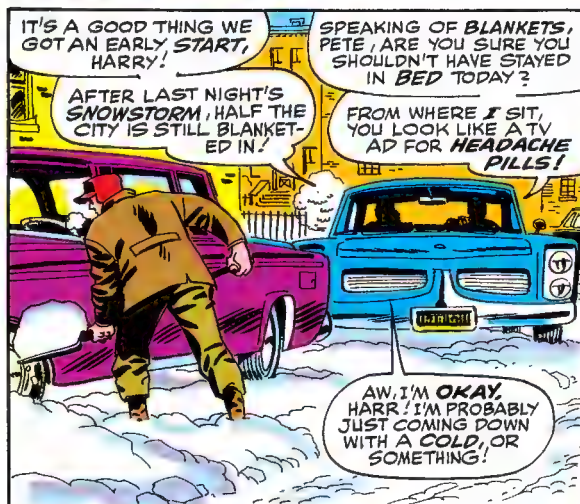
I GOT THE FEEL
OF IT... JUST IN
TIME!

I'M FLYING! I'M SAFE!
NOTHING CAN TOUCH
ME NOW!

HOLD YOUR
FIRE! WE'VE LOST
HIM...

HE'S TOO HIGH...
AND GOING HIGHER!

BUT, EVEN AS THE
NEW VULTURE SOARS
OUT OF SIGHT, IT
BEHOVES US TO
OBSERVE ANOTHER
EVENT WHICH OCCURS
NEXT MORNING...



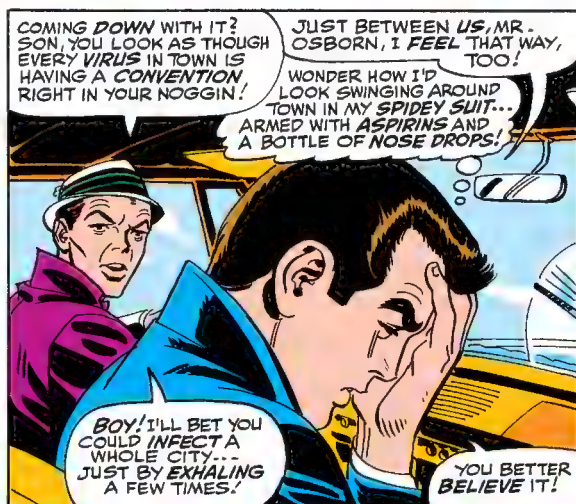
IT'S A GOOD THING WE
GOT AN EARLY START,
HARRY!

AFTER LAST NIGHT'S
SNOWSTORM, HALF THE
CITY IS STILL BLANKET-
ED IN.

SPEAKING OF BLANKETS,
PETE, ARE YOU SURE YOU
SHOULDN'T HAVE STAYED
IN BED TODAY?

FROM WHERE I SIT,
YOU LOOK LIKE A TV
AD FOR HEADACHE
PILLS!

AW, I'M OKAY,
HARR! I'M PROBABLY
JUST COMING DOWN
WITH A COLD, OR
SOMETHING!



COMING DOWN WITH IT?
SON, YOU LOOK AS THOUGH
EVERY VIRUS IN TOWN IS
HAVING A CONVENTION
RIGHT IN YOUR NOGGIN!

JUST BETWEEN US, MR.
OSBORN, I FEEL THAT WAY,
TOO!

WONDER HOW I'D
LOOK SWINGING AROUND
TOWN IN MY SPIDEY SUIT...
ARMED WITH ASPIRINS AND
A BOTTLE OF NOSE DROPS!

BOY! I'LL BET YOU
COULD INFECT A
WHOLE CITY...
JUST BY EXHALING
A FEW TIMES!

YOU BETTER
BELIEVE IT!



THEN, A FEW MINUTES LATER, AT GOOD
OL' E.S.U....

HI, GWEN! SAY... YOU
SURE LOOK GREAT WEARING YOUR
HAIR THAT WAY!
WHY, THANK YOU,
PETE!

IT'S JUST A CASUAL
LITTLE STYLE... WHICH
TOOK ALL MORNING
TO ARRANGE!

OOOH BOY!
JUST MY LUCK...!

GWEN'S IN A MELLOW
MOOD... AND I FEEL LIKE
AN ACCIDENT, LOOKING
FOR A PLACE TO HAPPEN!



SAY! NO WONDER PETE LIKES YOUR
HAIRDO, GWEN!

HARRY! HARRY!
WHY MUST YOU
HAVE SUCH A
BIG FLAPPING
MOUTH?

IT'S MORE LIKE THE
WAY MARY JANE'S
BEEN WEARING HERS!

OH, THAT'S RIGHT!
I... HADN'T
THOUGHT OF
THAT!



BUT, AS THE MORNING PROGRESSES,
PETE FINDS IT INCREASINGLY DIFFICULT
TO CONCENTRATE ON HIS
SUBJECTS, LET ALONE GWEN
STACY'S HAIR STYLE...

PARKER, YOUR FACE IS
FLUSHED, AND YOU LOOK
FEVERISH TO ME!

I GUESS
YOU'RE
RIGHT, MR.
WARREN!

I SUGGEST
YOU GO
HOME
AND GET
YOUR
SELF
SOME
REST!

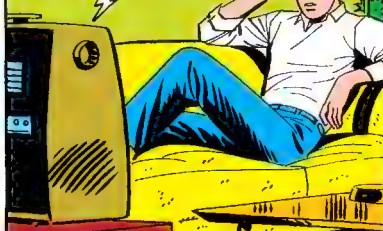
I DO FEEL KINDA
WOODY...!

AND SO, LATER THAT DAY, OUR SOMEWHAT SICKLY SUPER-HERO TAKES HIS EASE IN FRONT OF HUMANITY'S ALL-PURPOSE PACIFIER, AS HE HEARS ...

..BEFORE BRINGING THIS NEWS PROGRAM TO A CLOSE, WE PRESENT AN EDITORIAL BY OUR SPONSOR, THE EMINENT PUBLISHER OF THE DAILY BUGLE... MR. J. JONAH JAMESON!

SHEEESH! AS IF I WASN'T SICK ENOUGH!

WELL, I MIGHT AS WELL HEAR WHAT OL' CHUCKLES HAS TO SAY...!



ONCE AGAIN, EVENTS OF THE PAST WEEK HAVE PROVEN THAT SPIDER-MAN IS A DANGEROUS, DEADLY MENACE TO OUR FAIR CITY!

I MIGHT HAVE KNOWN IT! THE SAME OLD TIRED WHEEZE ALL OVER AGAIN!



FOR PROOF OF THE HARM WHICH THAT WEB-CRAWLING PUBLIC ENEMY CAN CAUSE, CONSIDER THE CASE OF KRAVEN, THE HUNTER...

HARM?! I DARN WELL SAVED THE LIFE OF HARRY'S FATHER! *

J.J. YOU'RE JUST TOO MUCH!

*IT WAS ALL SPELLED OUT LAST ISH, RIGHT? YOU KNOW IT! ... SMILEY!



IF SPIDER-MAN HAD NOT INTERFERED, THE POLICE WOULD HAVE CAPTURED KRAVEN BY NOW...



INSTEAD, ANOTHER DANGEROUS KILLER NOW ROAMS OUR STREETS, THANKS TO THAT SCURRILOUS, SINISTER SUPER-HEEL!

THANK YOU, MR. JAMESON, FOR ANOTHER CANDID COMMENTARY IN YOUR FAMOUS, FEARLESS, OUTSPOKEN MANNER...!

THAT DOES IT! IF I EVER LISTEN TO THAT OLD WINDBAG AGAIN, I'LL... SAY, WAIT! WHAT'S THIS?

AND NOW, FURTHER NEWS OF LAST NIGHT'S JAILBREAK AT MUNICIPAL PRISON!

A JAIL-BREAK?!



...MOMENTS AFTER BLACKIE DRAGO MADE GOOD HIS ESCAPE, A MAN WEARING THE VULTURE'S WINGS WAS SEEN FLYING ABOVE THE AREA...



OH, NO!

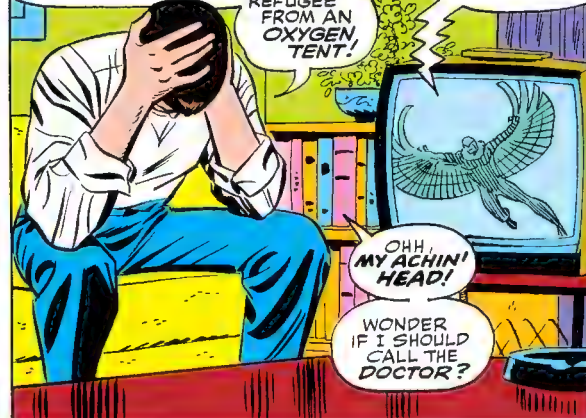
IT'S NOT ENOUGH THAT KRAVEN IS STILL AT LARGE...!

NOW, THERE'S A NEW VULTURE MAKING THE SCENE ... AND HE'S PROBABLY A LOT YOUNGER AND STRONGER THAN THE OLD ONE!

AND NATURALLY, IT ALL HAS TO HAPPEN WHEN I FEEL LIKE A REFUGEE FROM AN OXYGEN TENT!

OH, MY ACHIN' HEAD!

WONDER IF I SHOULD CALL THE DOCTOR?



BUT, LEST WE GET TOO MEDICINAL ABOUT THE WHOLE THING, LET'S SWITCH OUR SCENE ONCE AGAIN ...

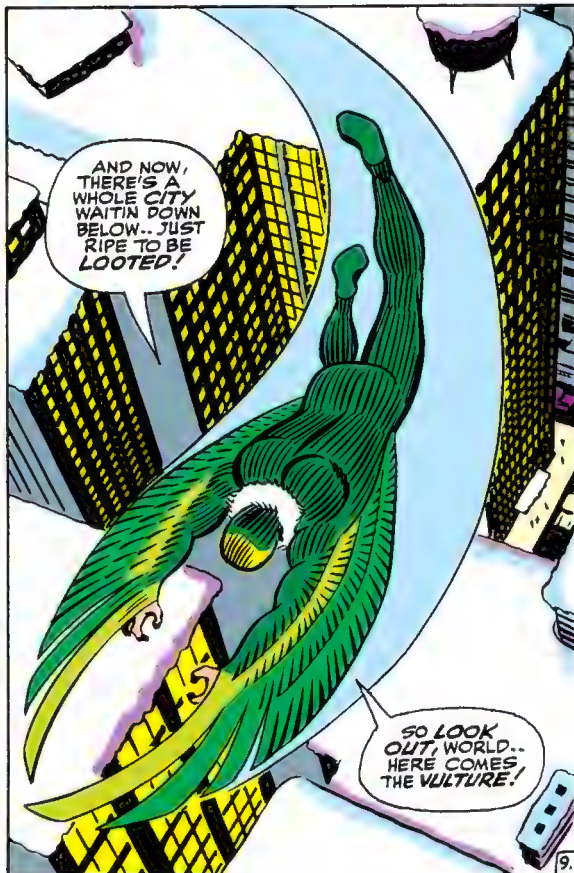
THIS NEW HELMET I'M WHIPPIN' UP OUGHTTA GIVE MY HEAD SOME EXTRA PROTECTION...

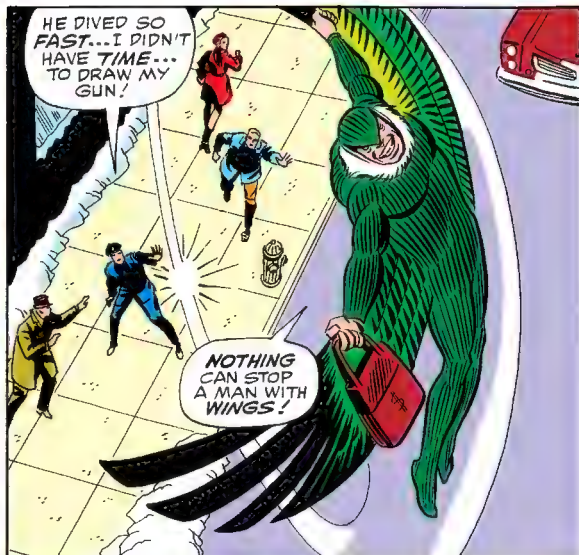
AND ALSO, IT'LL MAKE ME LOOK SCARIER THAN EVER ...

...WHICH IS A REAL BIG PLUS IN MY LINE OF WORK!

HEY! I'LL BET I COULD FIT A SMALL SHORT WAVE RECEIVER IN HERE, ALSO!

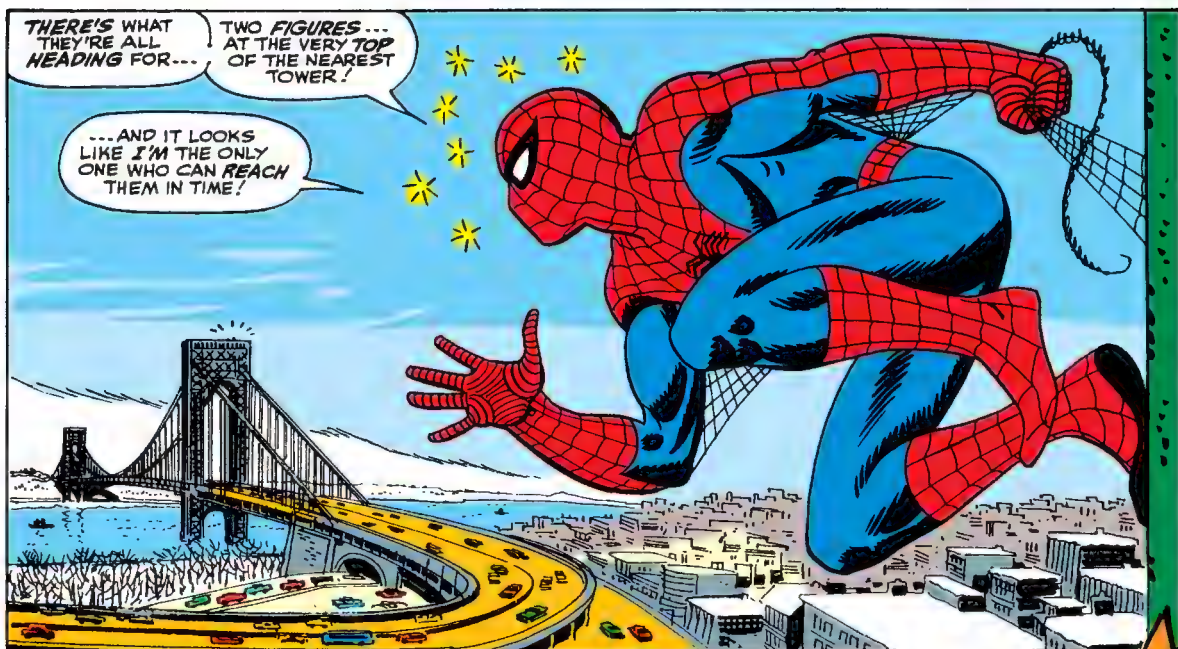


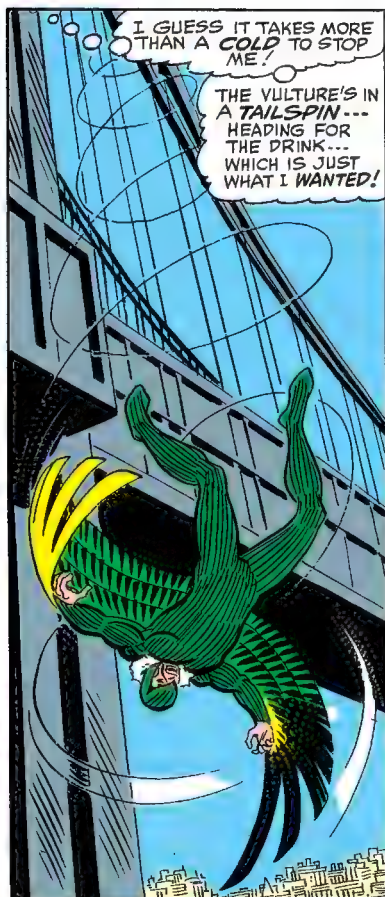


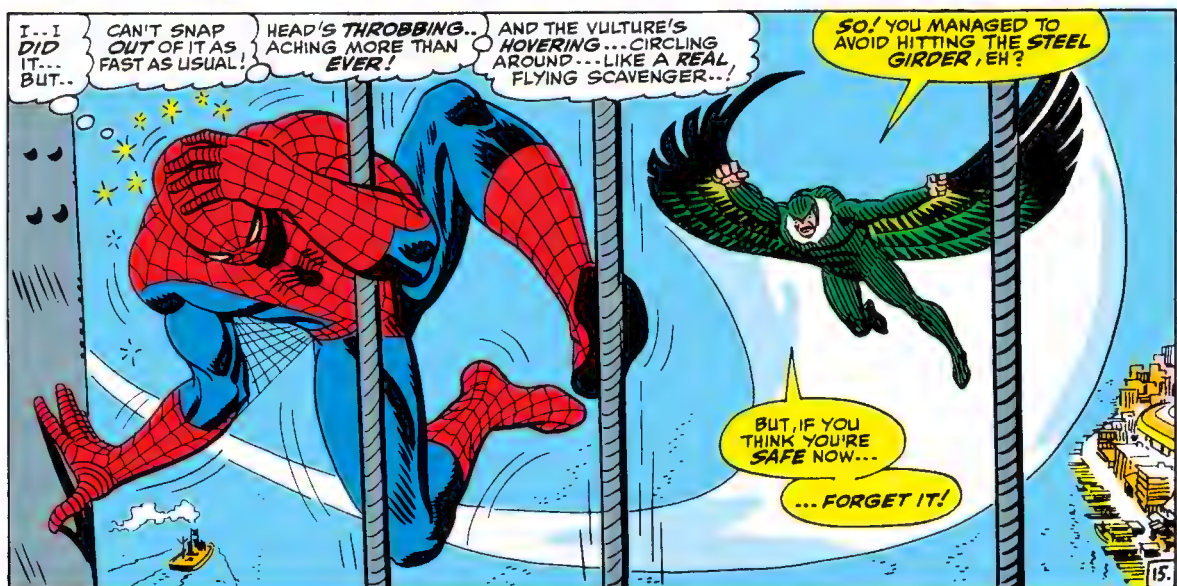
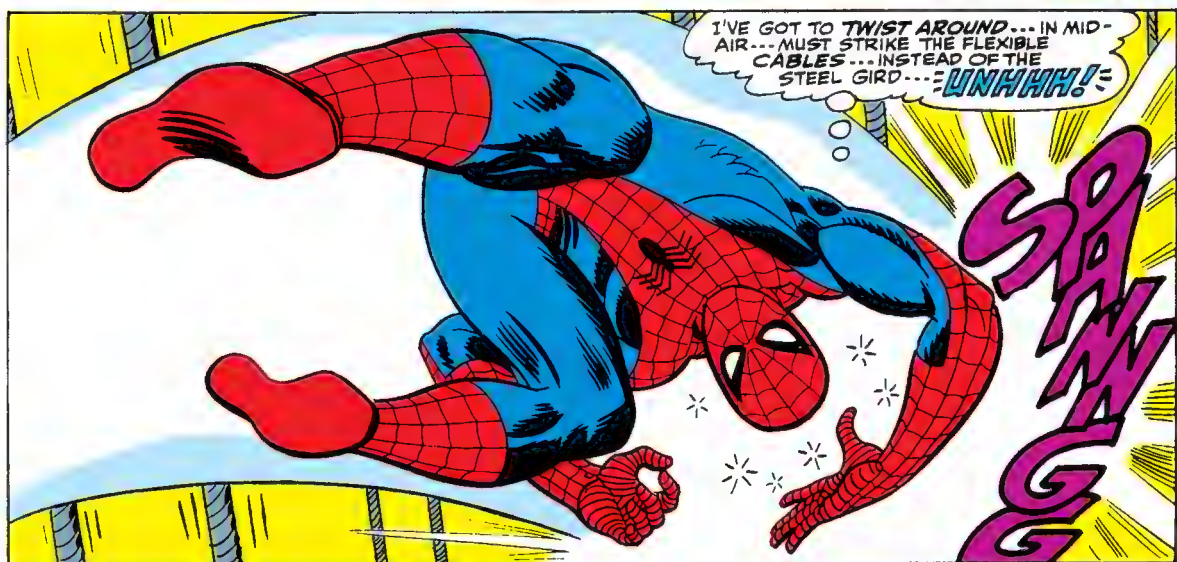
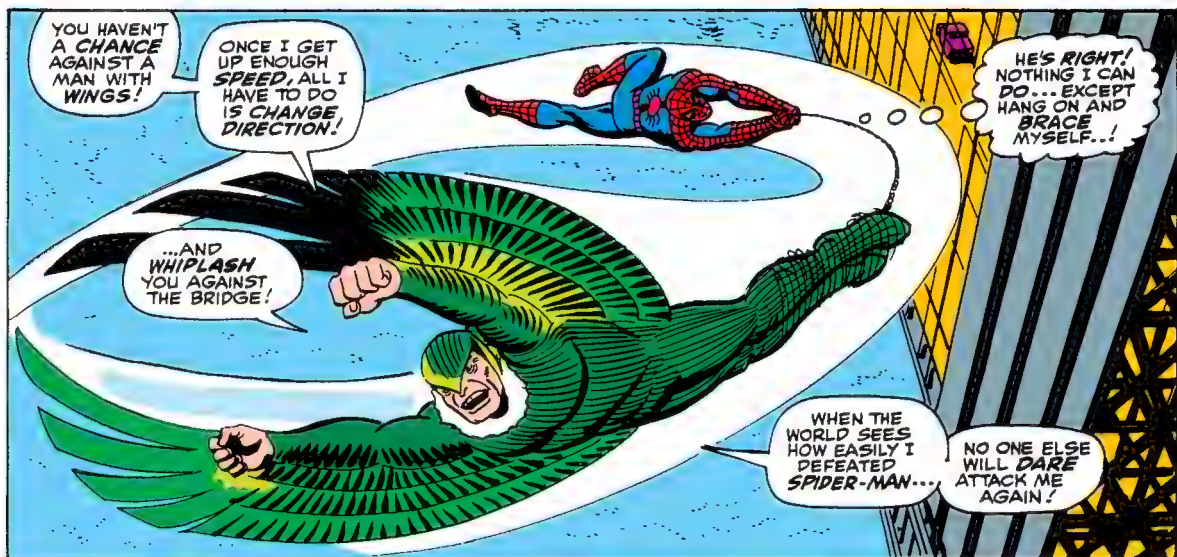


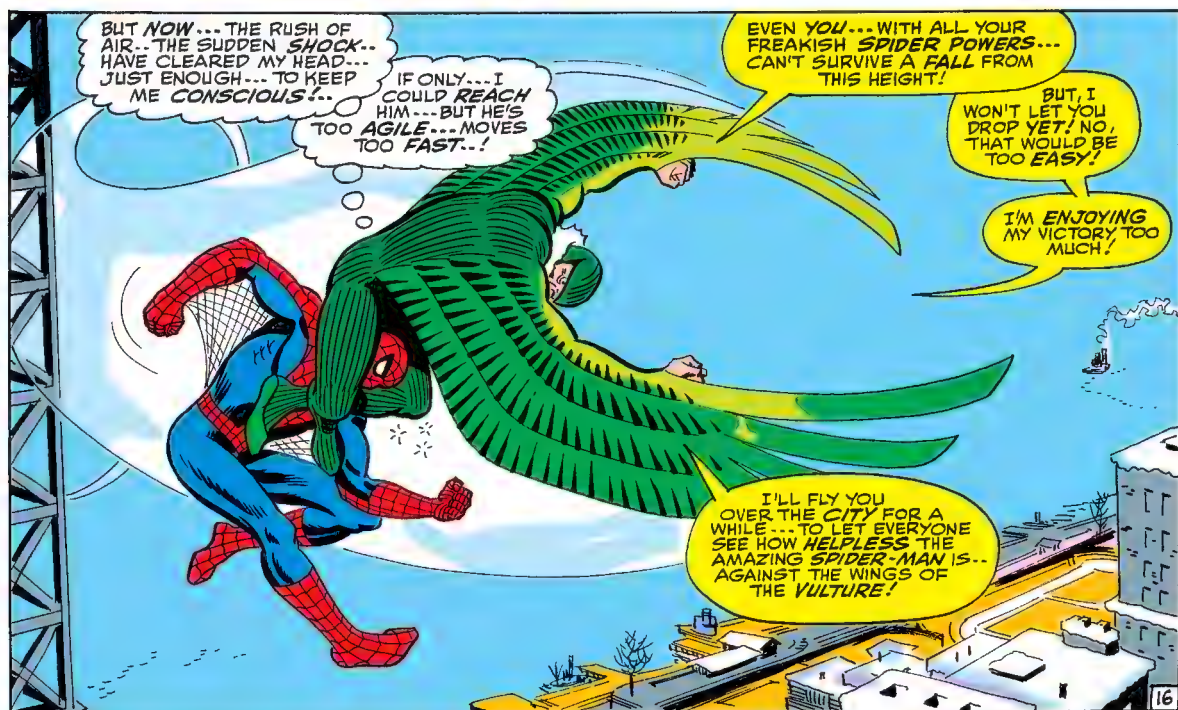




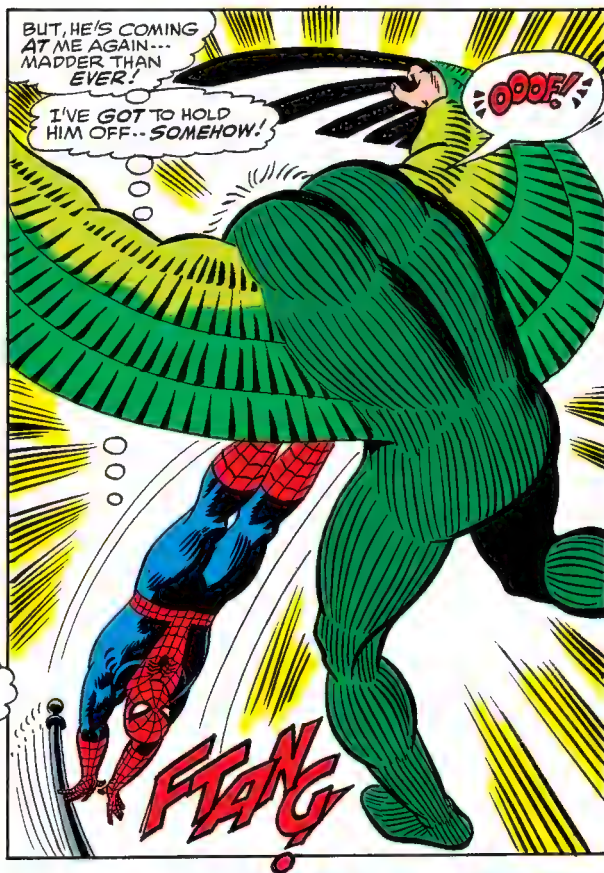
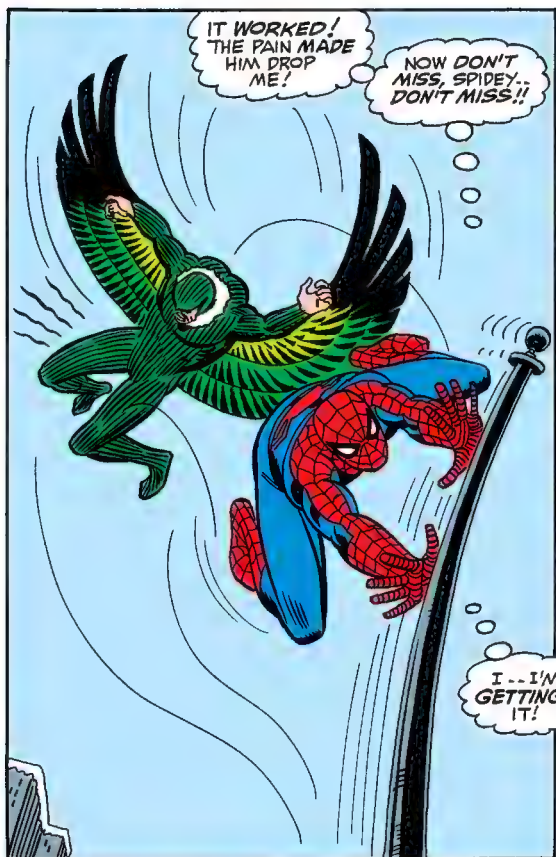


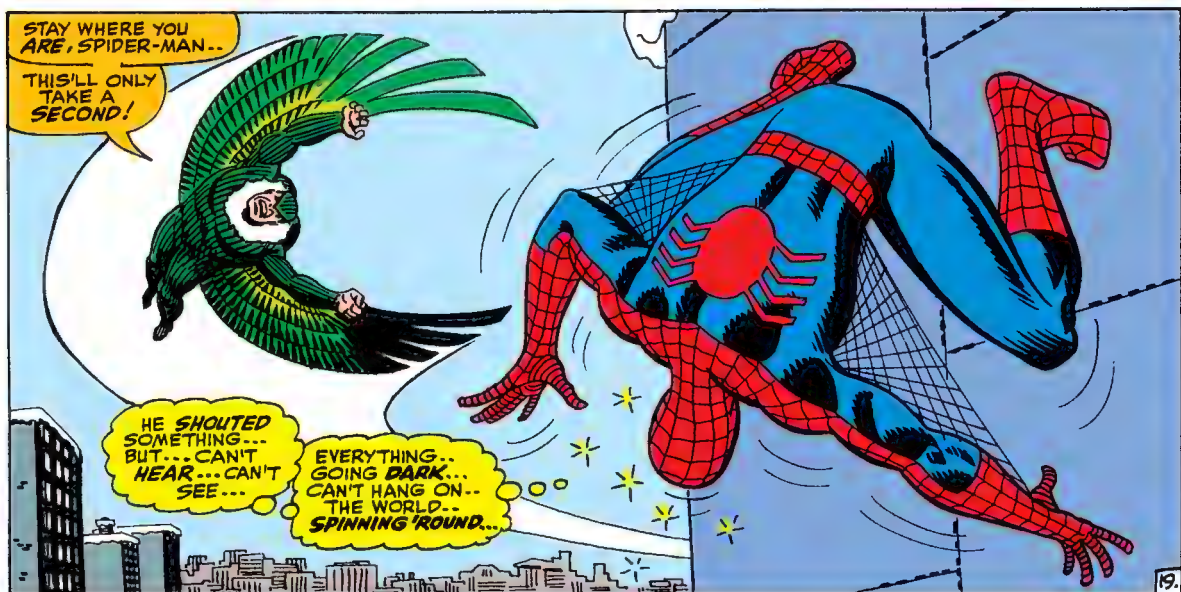
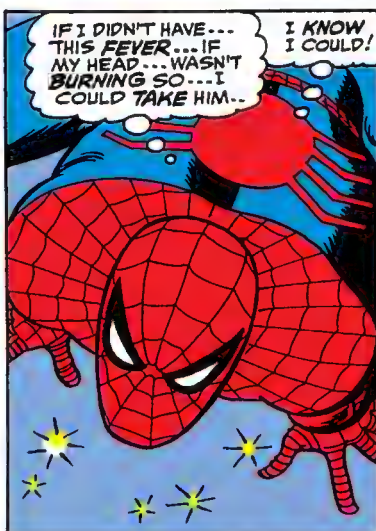
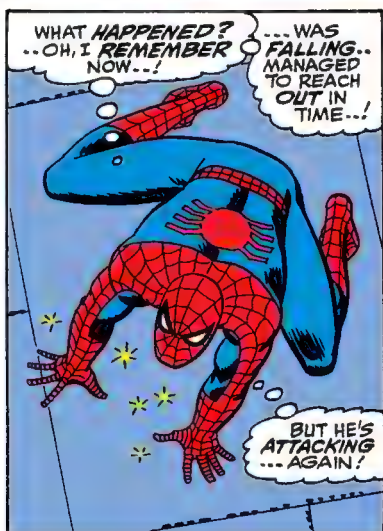
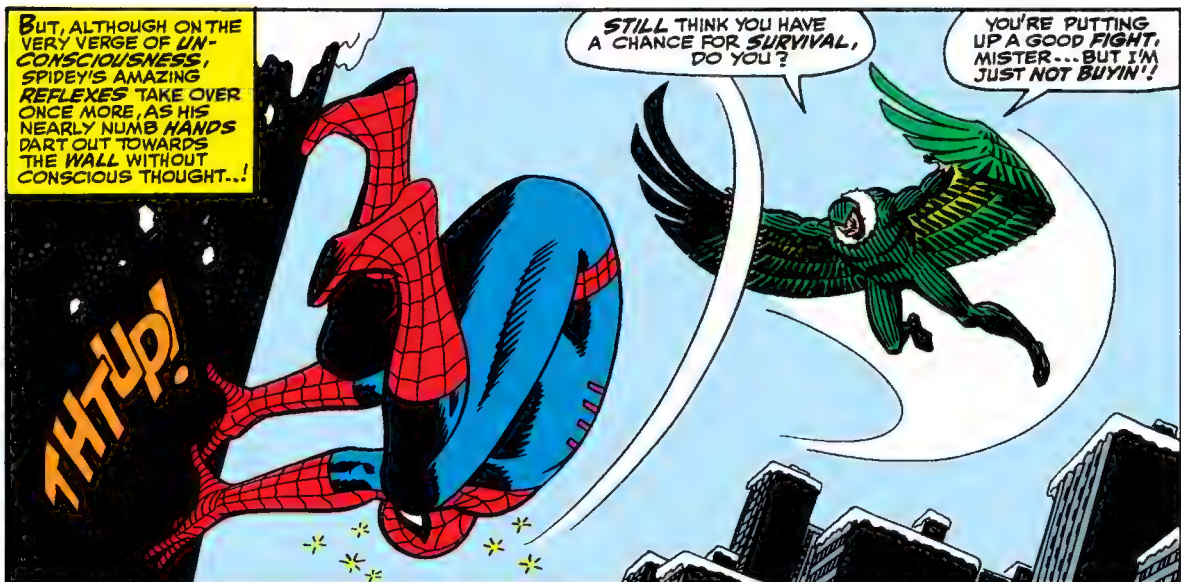
















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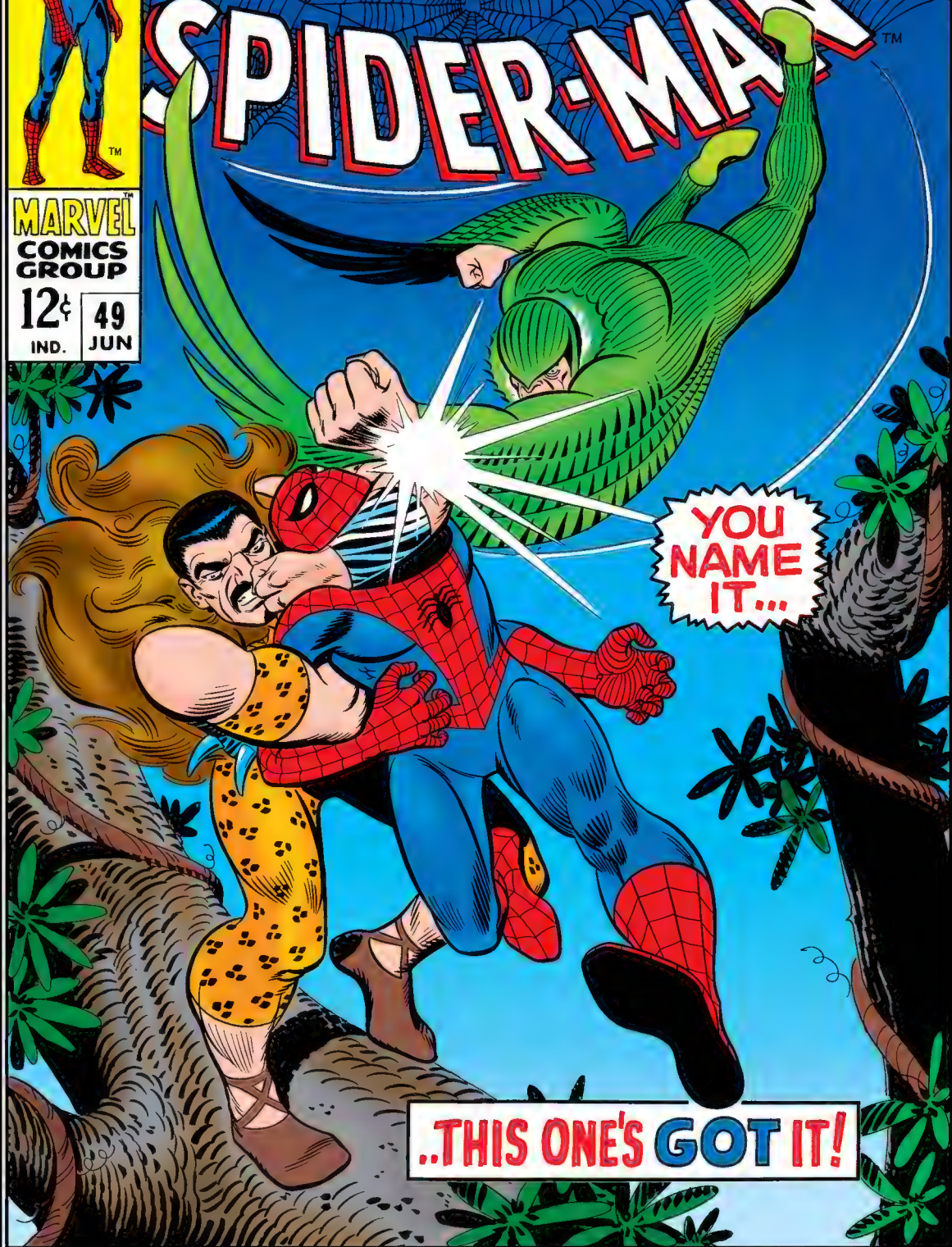
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JUN

the AMAZING SPIDER-MAN™

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BY THE
COMICS
CODE
AUTHORITY



**YOU
NAME
IT...**

..THIS ONE'S GOT IT!

THE AMAZING SPIDER-MAN!

"FROM THE DEPTHS OF DEFEAT!"

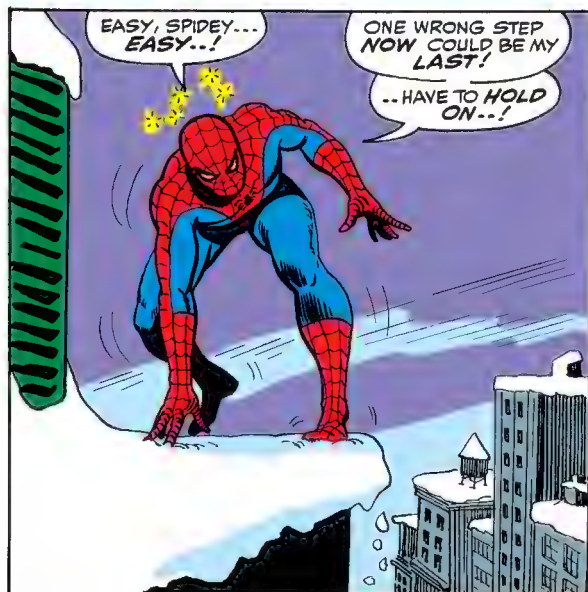
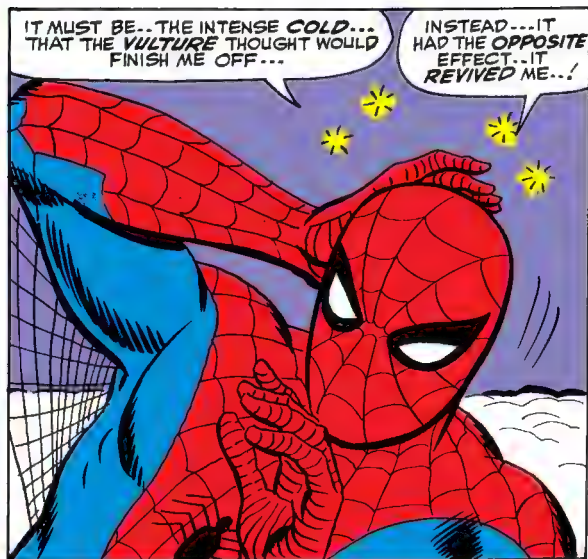
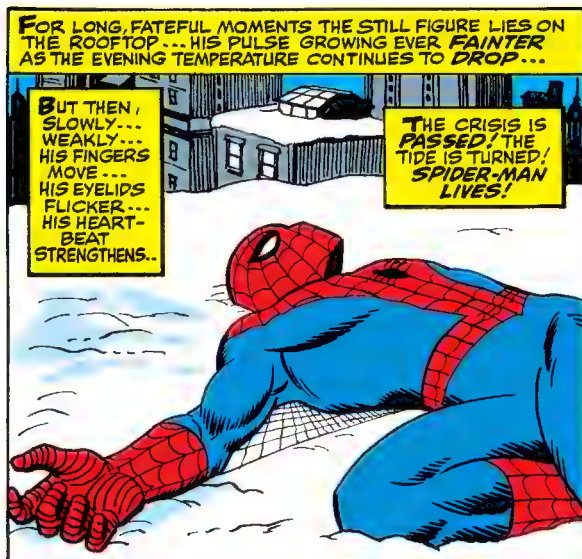


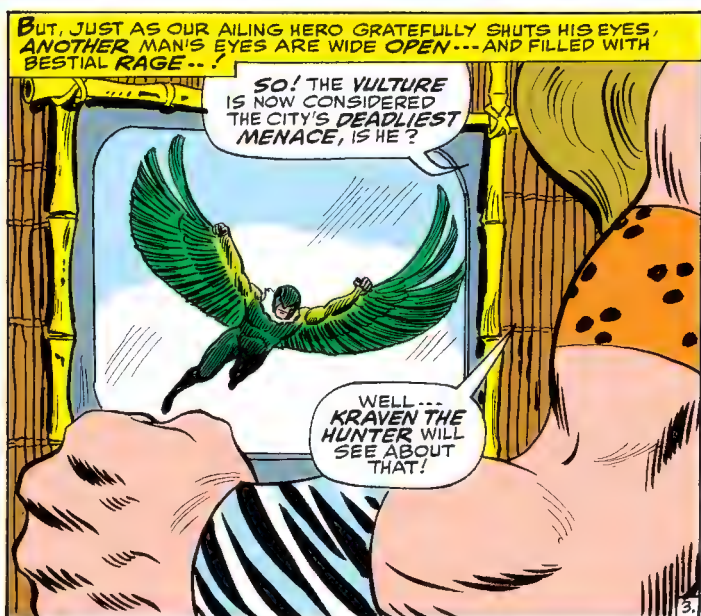
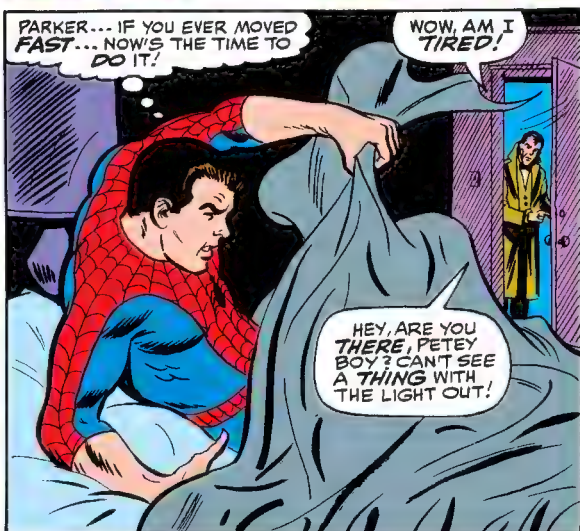
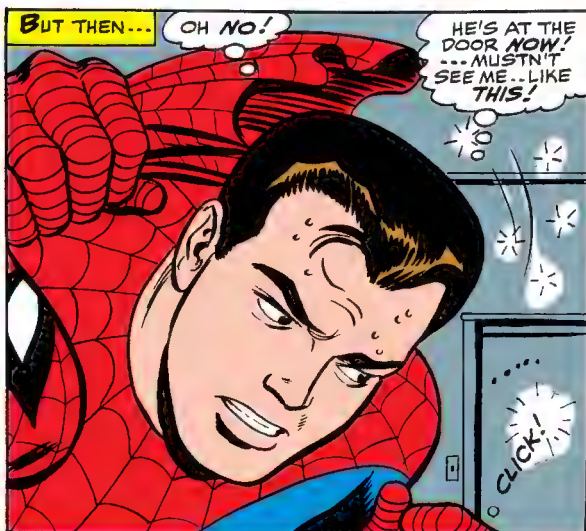
THEY SAY THAT A DYING MAN SEES HIS WHOLE LIFE FLASH BEFORE HIM WHEN THE END IS NEAR... SO IT IS WITH THE FALLEN SPIDER-MAN WHO, DARING TO BATTLE THE DEADLY VULTURE, WHILE STRICKEN WITH A VIRUS ATTACK, HAS BEEN DOWNED AND LEFT FOR DEAD...

ALSO,
RE-INTRODUCING:
**KRAVEN
THE
HUNTER**

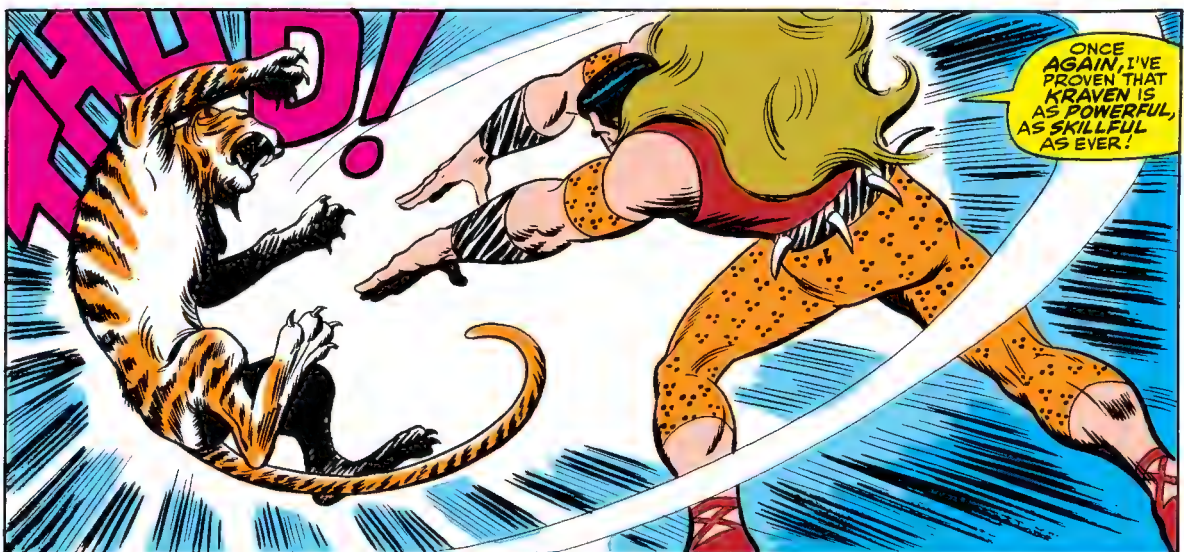
A STAN LEE and JOHN ROMITA ACTION EPIC

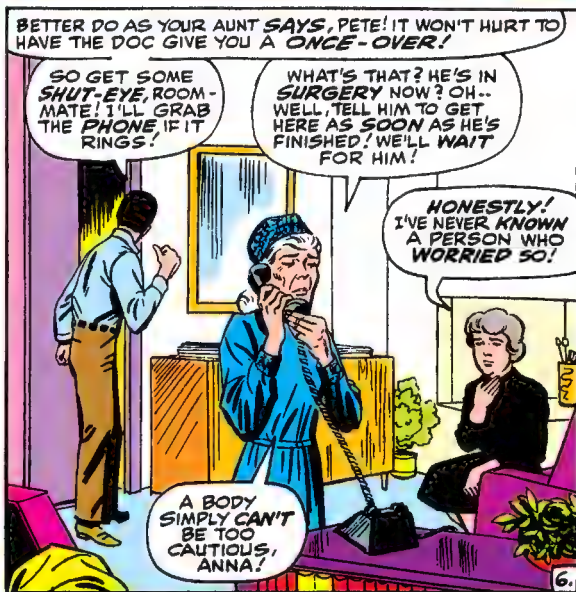
LETTERED BY:
SAM ROSEN

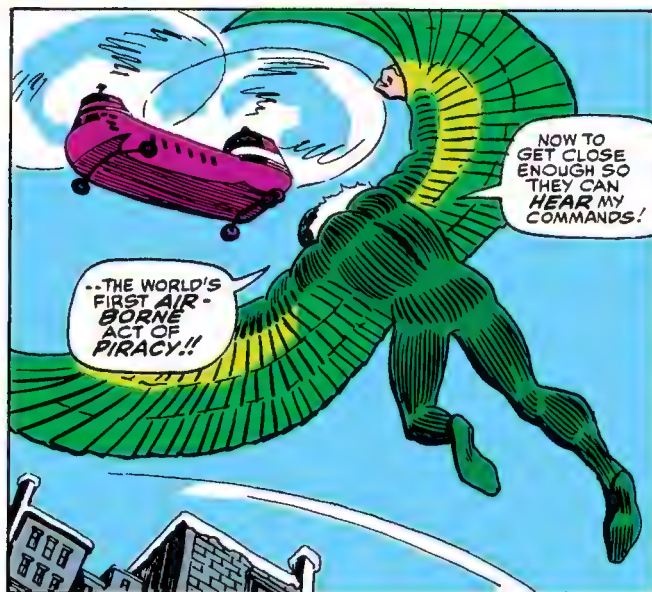
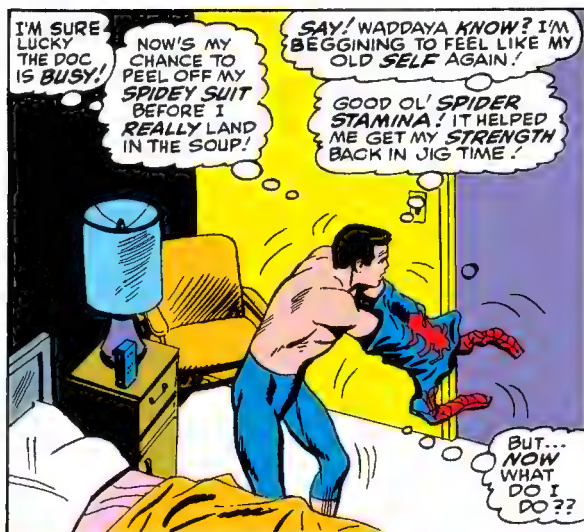


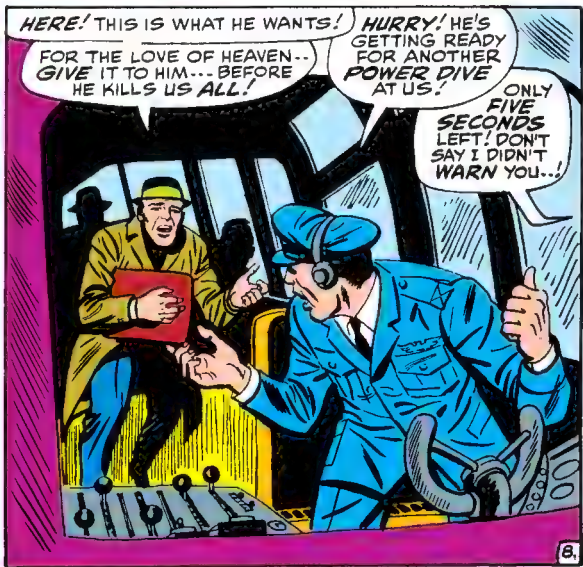
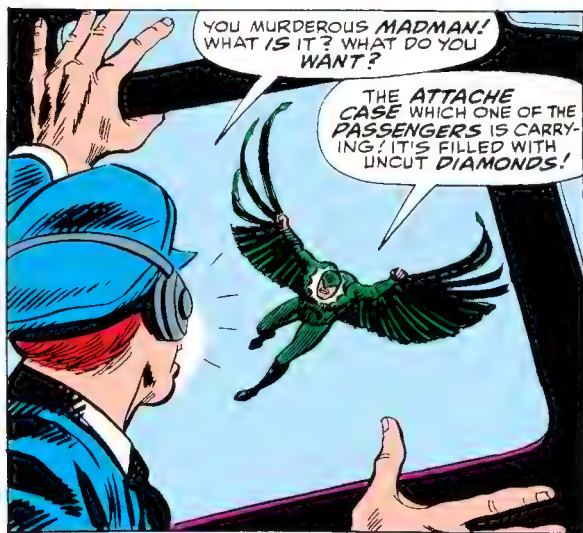
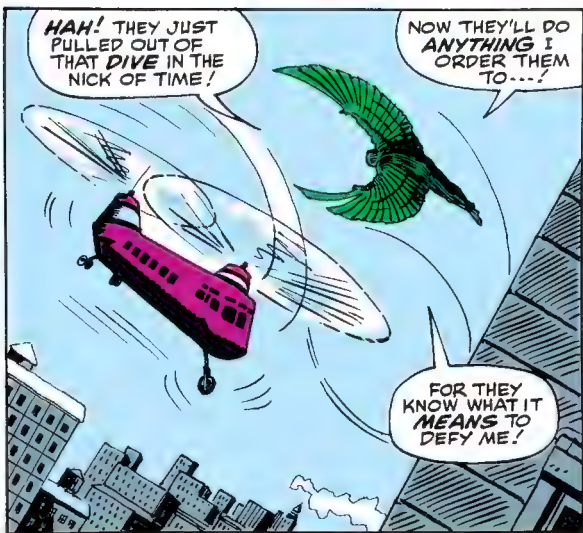
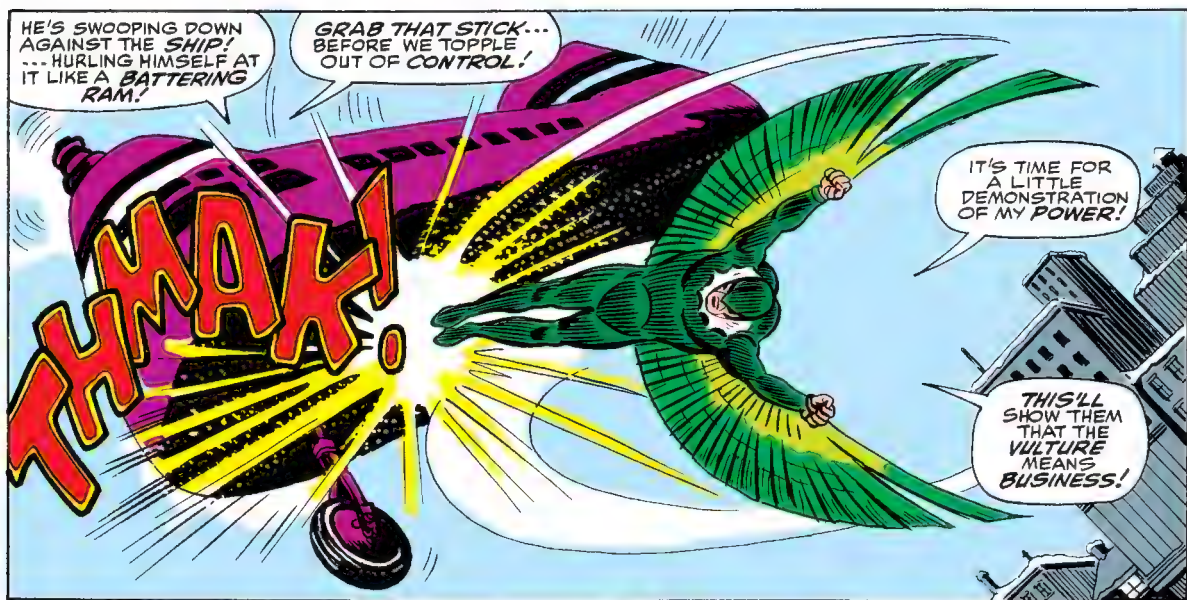


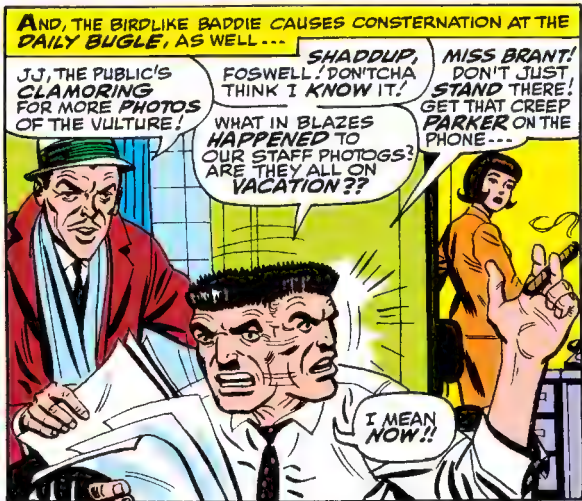
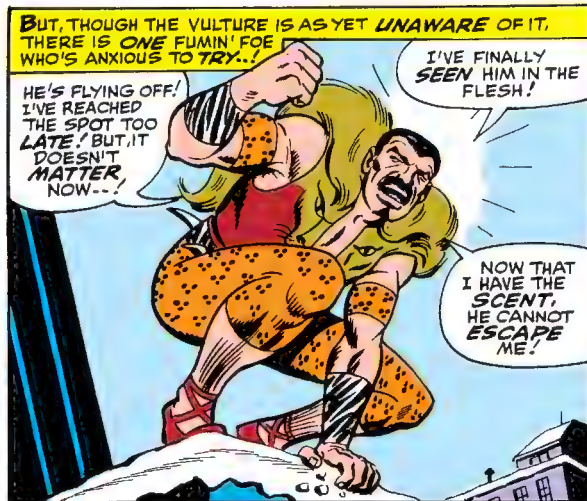
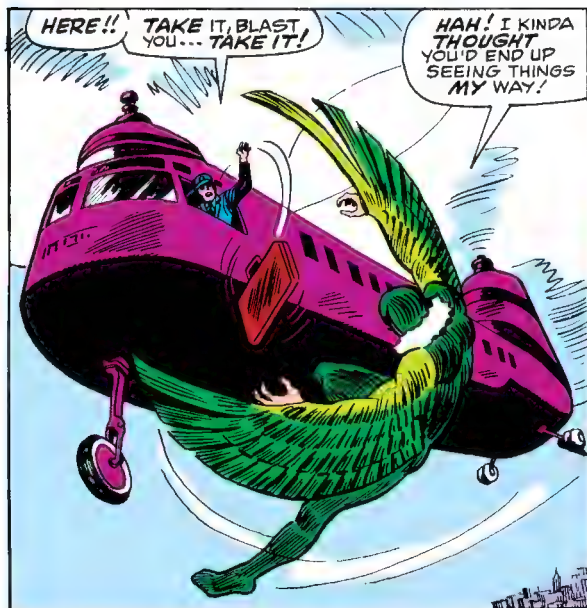


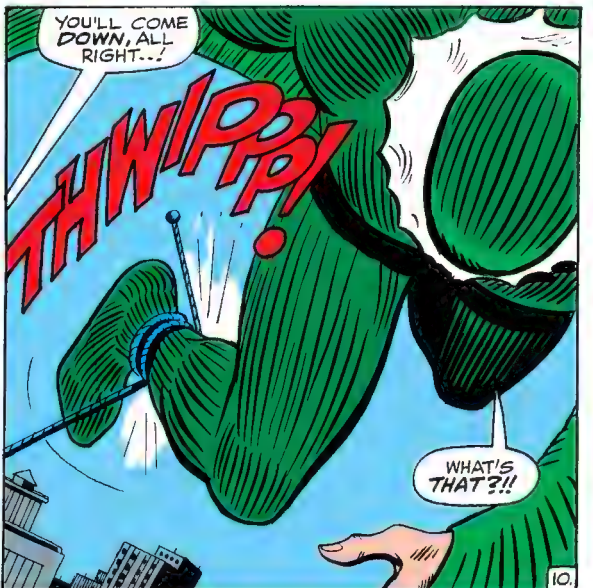
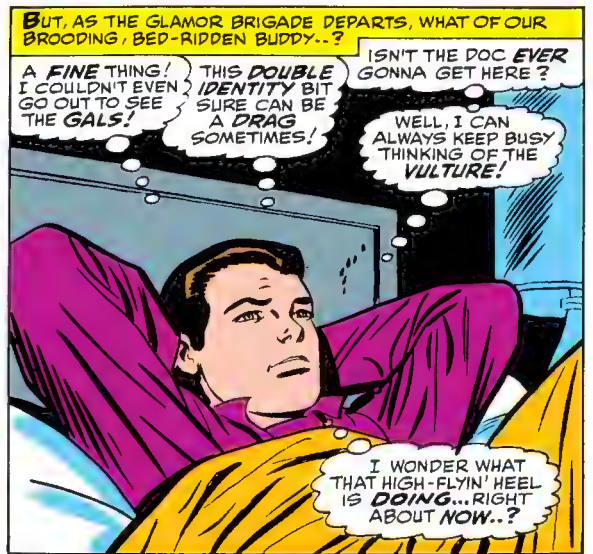
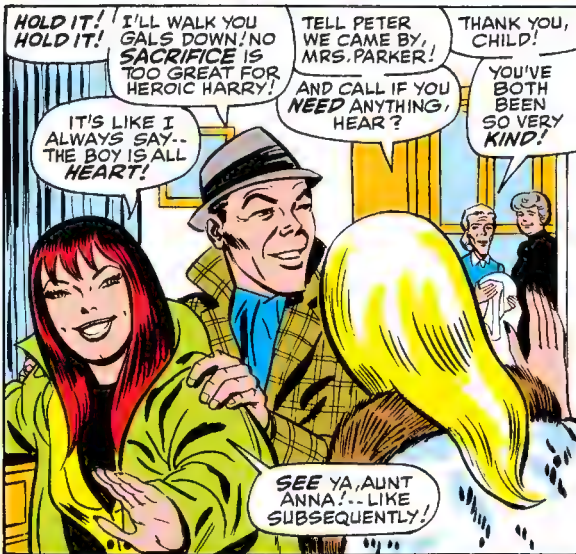
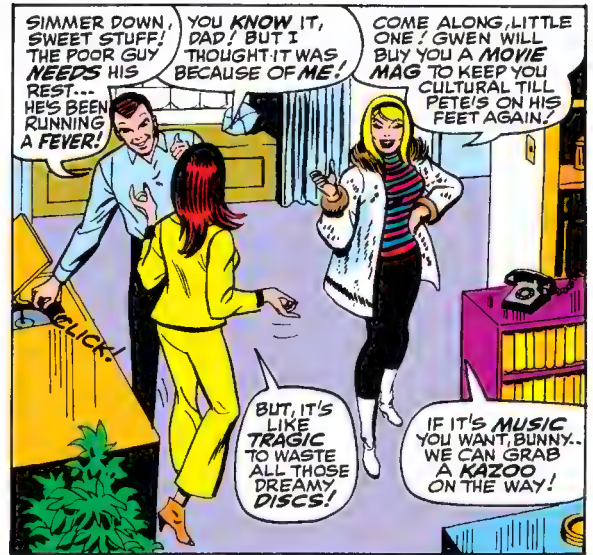




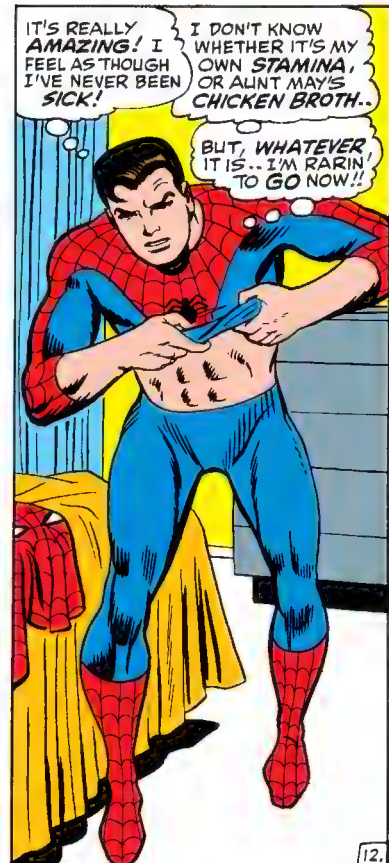
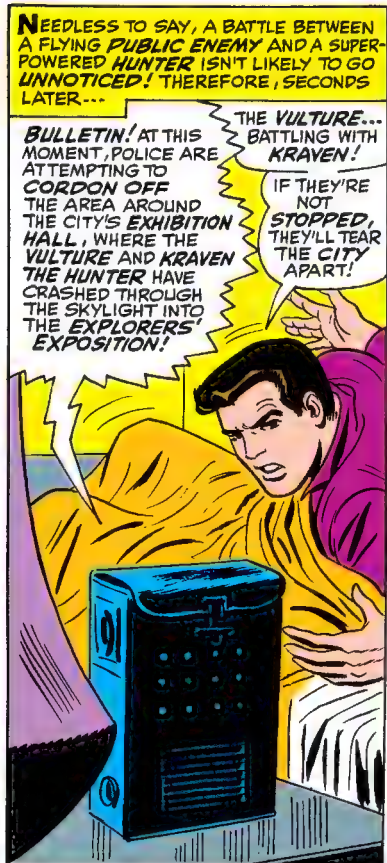












AND SO, TO THE DELIGHT OF ZILLIONS OF SPIDEYPHILES EVERYWHERE, IT'S WALL-CRAWLING TIME ONCE MORE...!!

I KNOW HOW POWERFUL KRAVEN AND THE VULTURE ARE... BUT I ALSO KNOW I CAN TAKE 'EM BOTH!

I'VE GOT THE SPEED, AND THE SKILL, AND THE STRENGTH TO COME OUT ON TOP IN ANY BALL GAME!

I'VE HAD SOME UNLUCKY BREAKS BEFORE... BUT NOW MY LUCK'S CHANGED... I CAN FEEL IT!

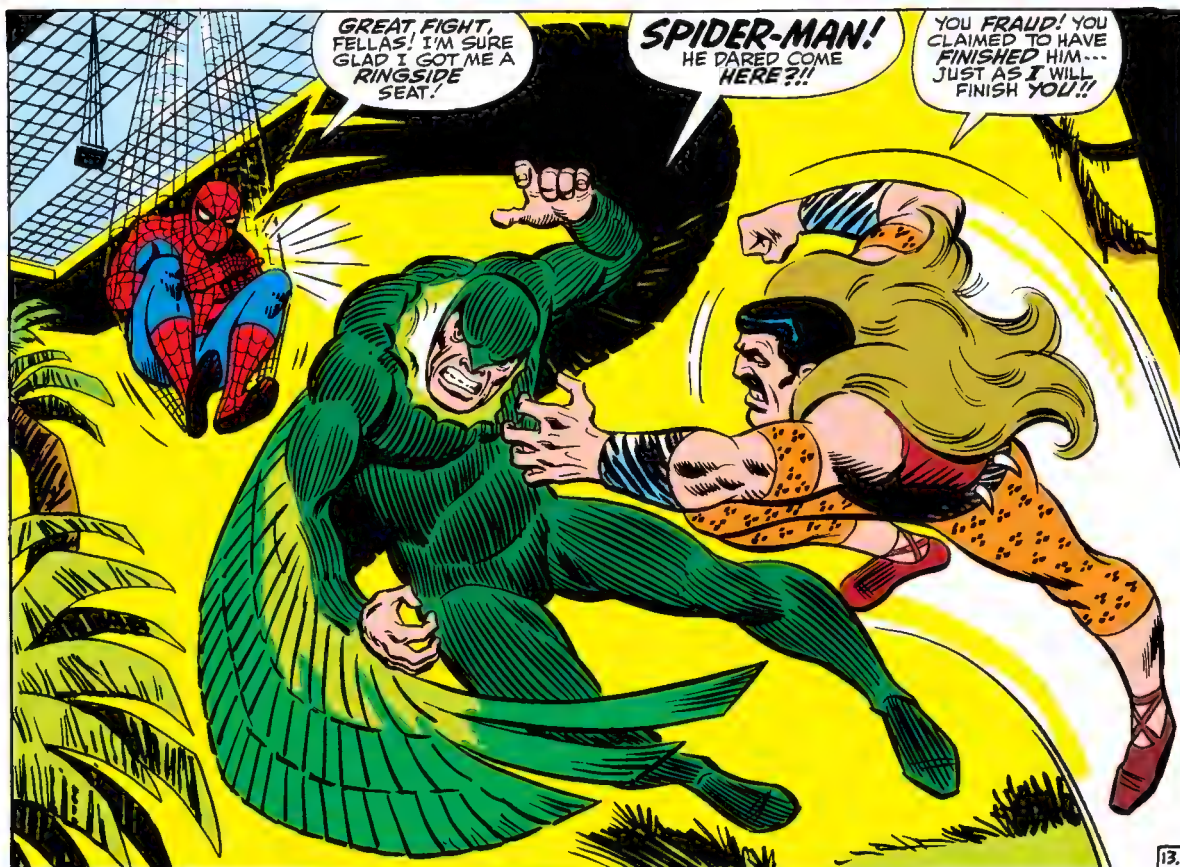
I KNEW IT WOULDN'T TAKE ME LONG TO REACH EXHIBITION HALL!

NO WONDER KRAVEN PICKED A SPOT LIKE THIS... IT'S ALL FITTED OUT FOR THE EXPLORERS' EXHIBITION!

HE'LL BE RIGHT IN HIS ELEMENT... IT'S LIKE A MINIATURE JUNGLE IN THERE!

PRETTY CLEVER THE WAY HE COVERED THIS SKYLIGHT WITH A NET, SO THE VULTURE CAN'T FLY OUT AGAIN!

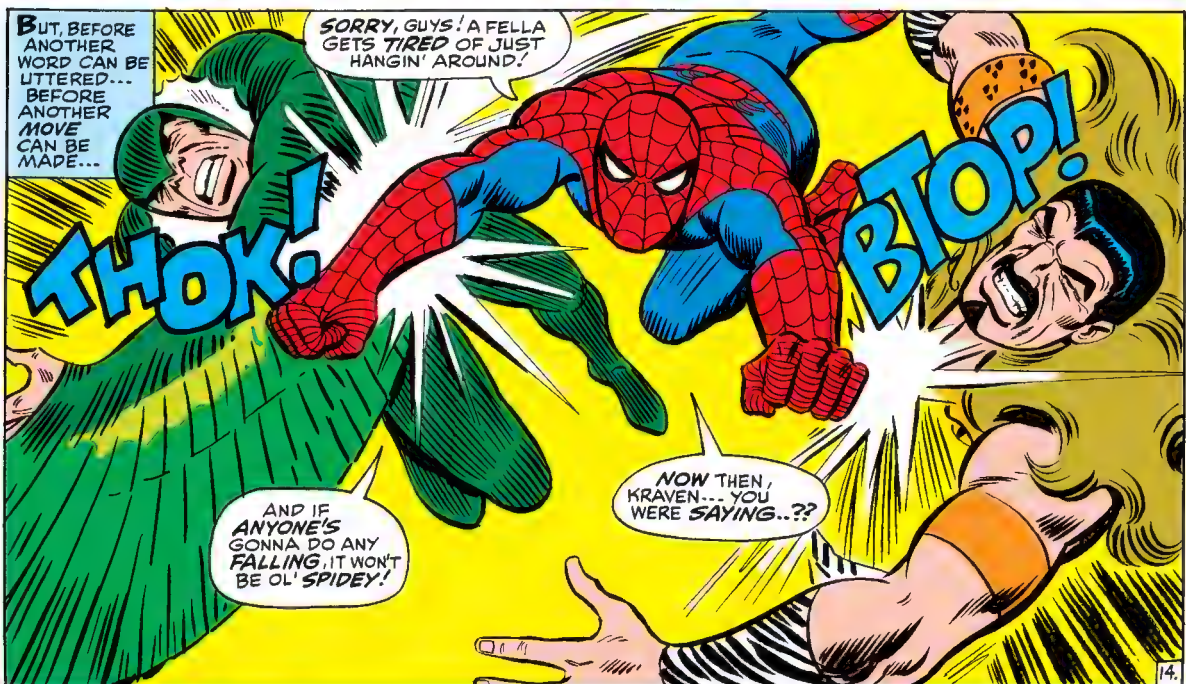
WELL, I'D BETTER SET UP MY CAMERA AND JOIN THE PARTY... WHILE IT'S STILL GOING STRONG...

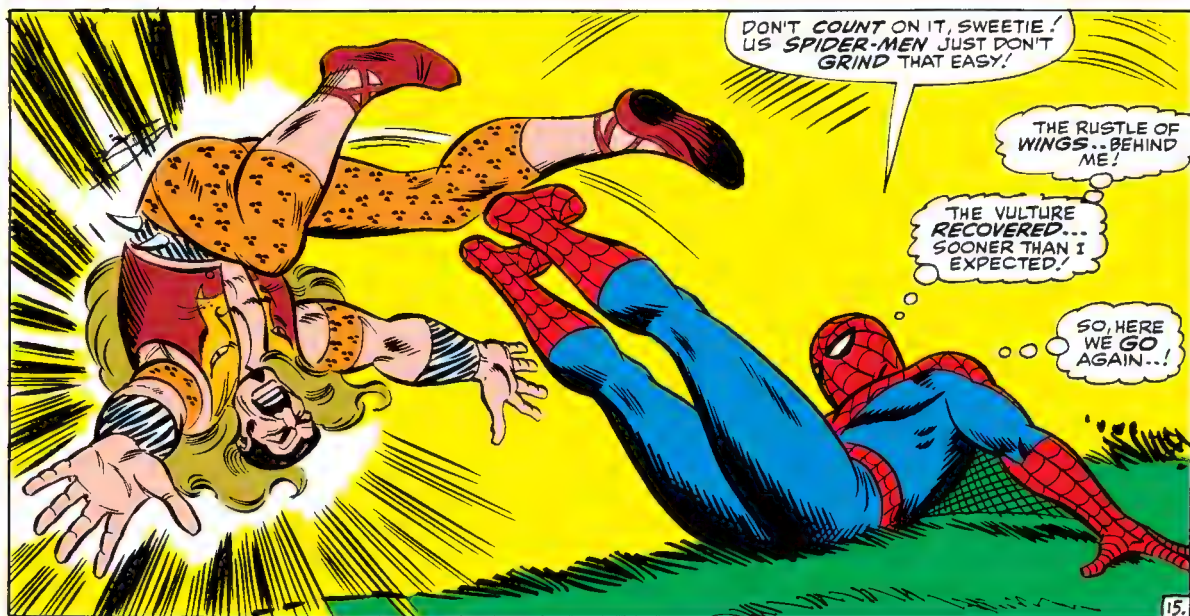
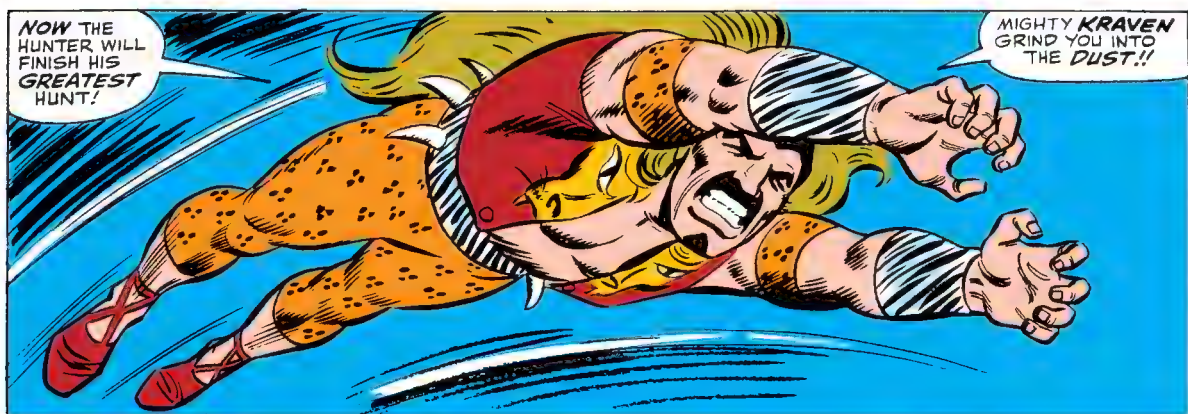
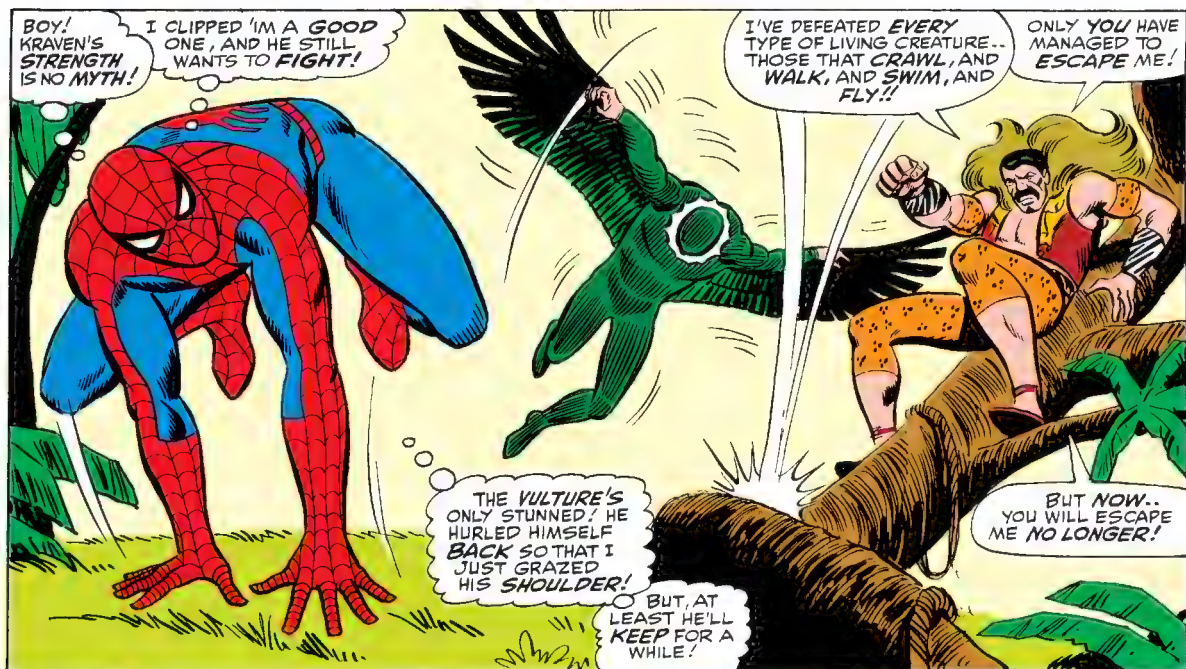


GREAT FIGHT, FELLAS! I'M SURE GLAD I GOT ME A RINGSIDE SEAT!

SPIDER-MAN! HE DARED COME HERE...!!

YOU FRAUD! YOU CLAIMED TO HAVE FINISHED HIM... JUST AS I WILL FINISH YOU!!







I BEAT YOU BEFORE, AND I'LL DO IT AGAIN! BUT THIS TIME, IT'LL BE FOR GOOD!

EVEN YOUR SPIDER STRENGTH IS NO MATCH FOR THE POWER OF MY WINGS!

SAY! I'M REAL GLAD YOU MENTIONED THAT...



OH, BY THE WAY... I FORGOT TO TELL YOU SOMETHING...

I WAS WONDERING HOW I'D FIGHT YOU!

...AND NOW I KNOW! I'LL JUST GRAB THESE CRAZY WINGS OF YOURS...



WHEN YOU BEAT ME LAST TIME, YOU WERE FIGHTING A SICK LITTLE SPIDER-MAN!

EVEN DORIS DAY COULD'A KNOCKED ME FOR A LOOP, THAT TIME!

UH OH! I CAN SENSE KRAVEN... LEAPING AT ME FROM BEHIND!

THUMP!

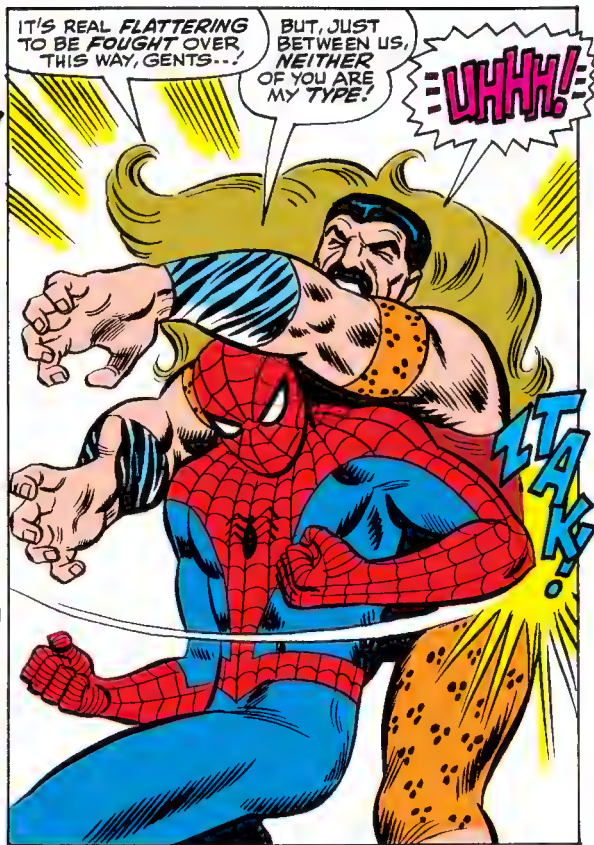


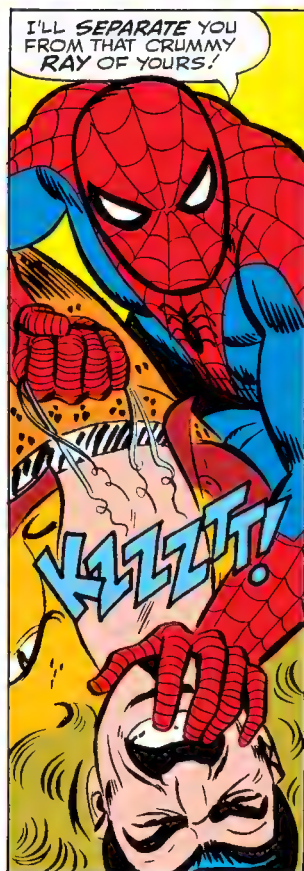
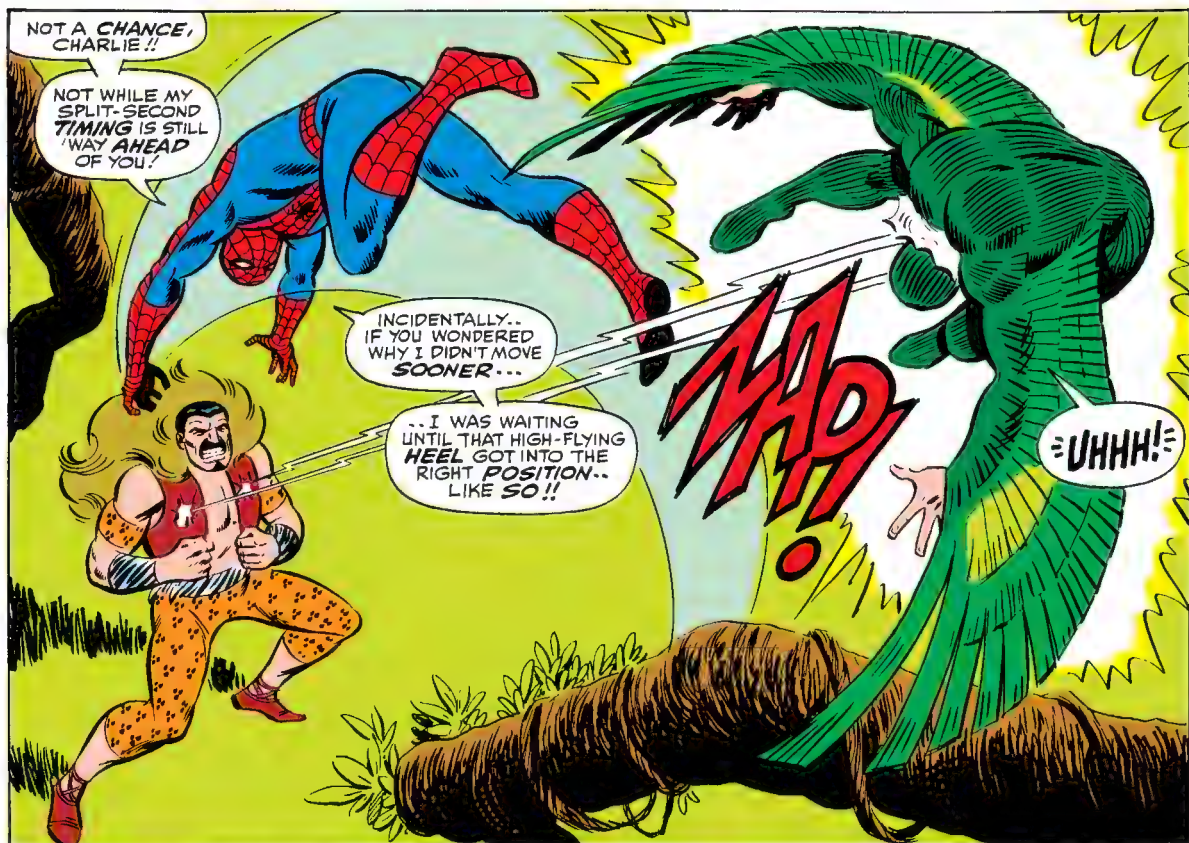
UNHHH!

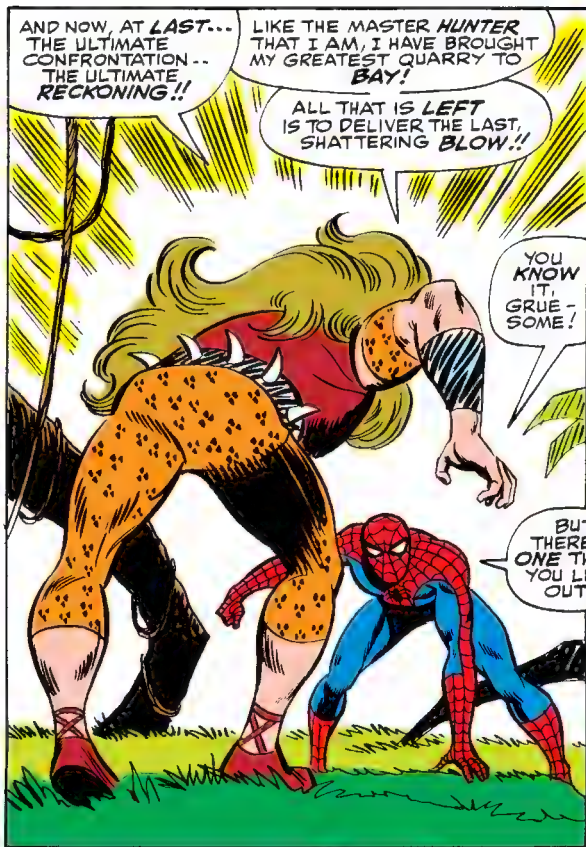
HE WAS TOO FAST! EVEN THOUGH MY SPIDEY-SENSE WARNED ME... I COULDN'T SPIN 'ROUND IN TIME!

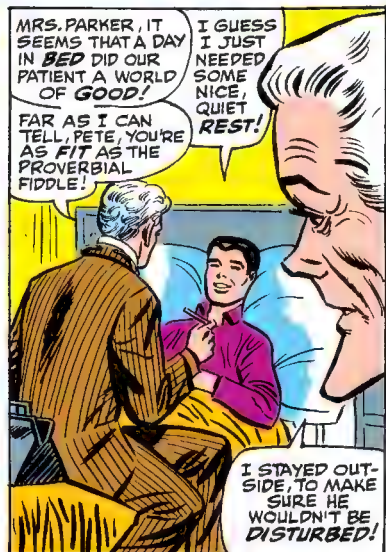
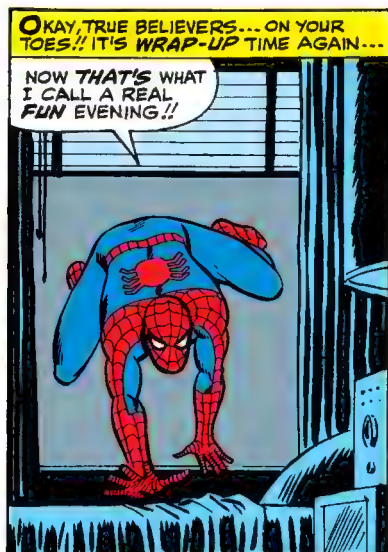
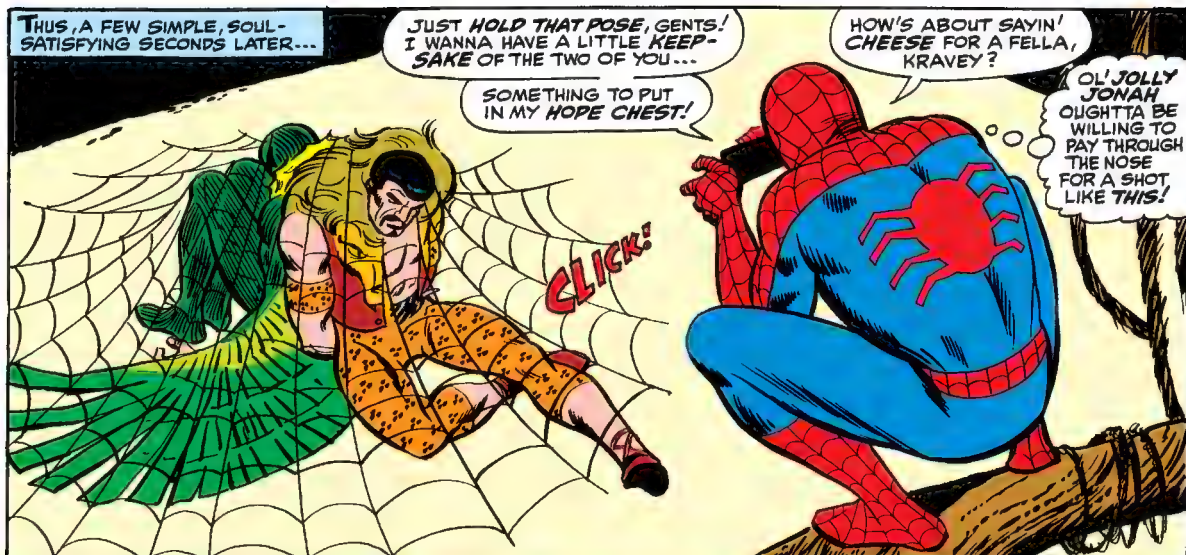
NOW, YOU MEDDLESOME, MASKED MISFIT... WE'LL SEE WHICH OF US IS THE MASTER!

NOT EVEN A BULL GORILLA CAN FREE HIMSELF FROM KRAVEN'S UNBREAKABLE PYTHON GRIP!









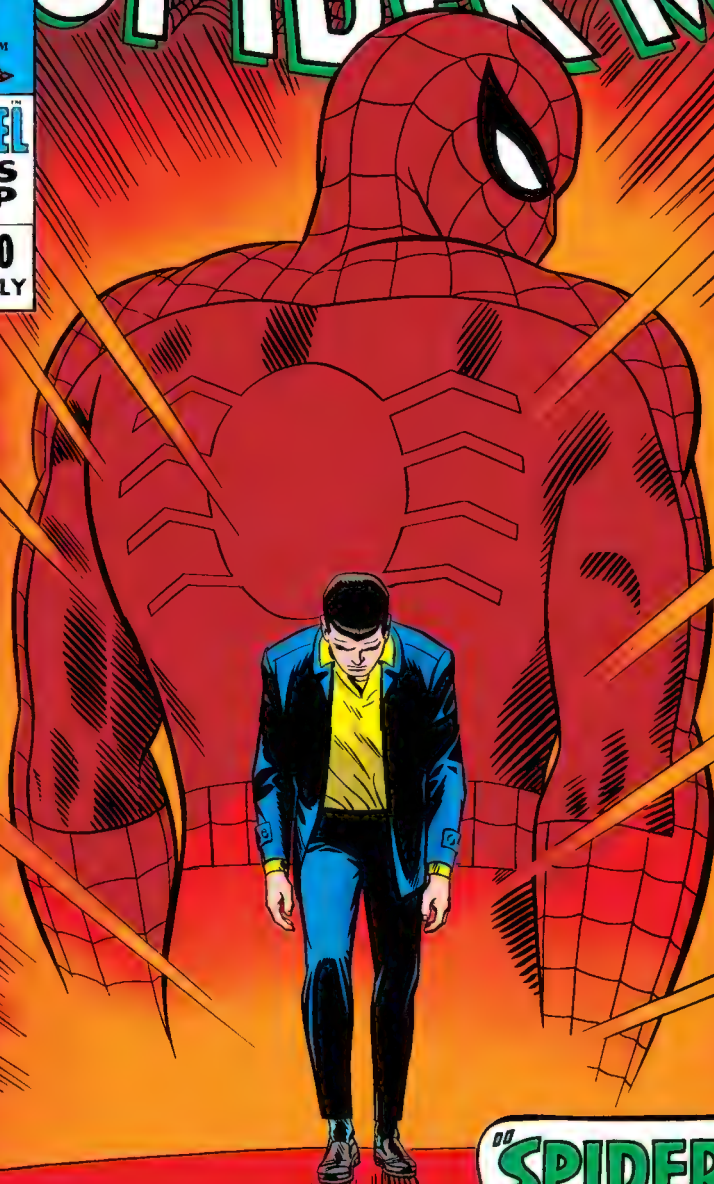


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**“SPIDER-MAN
NO MORE!”**

THE AMAZING SPIDER-MAN!

"SPIDER-MAN NO MORE!"

WHAT SAY WE *SKIP* ANY LONG INTRODUCTIONS? IF *ONE* GLANCE DOESN'T TELL YOU WHERE *THIS* LITTLE CAPER'S AT, THEN TURN IN YOUR WEB-SHOOTER ON THE WAY OUT!

KRAK!

POW!

WAP!

STAN
(THE MAN)
LEE



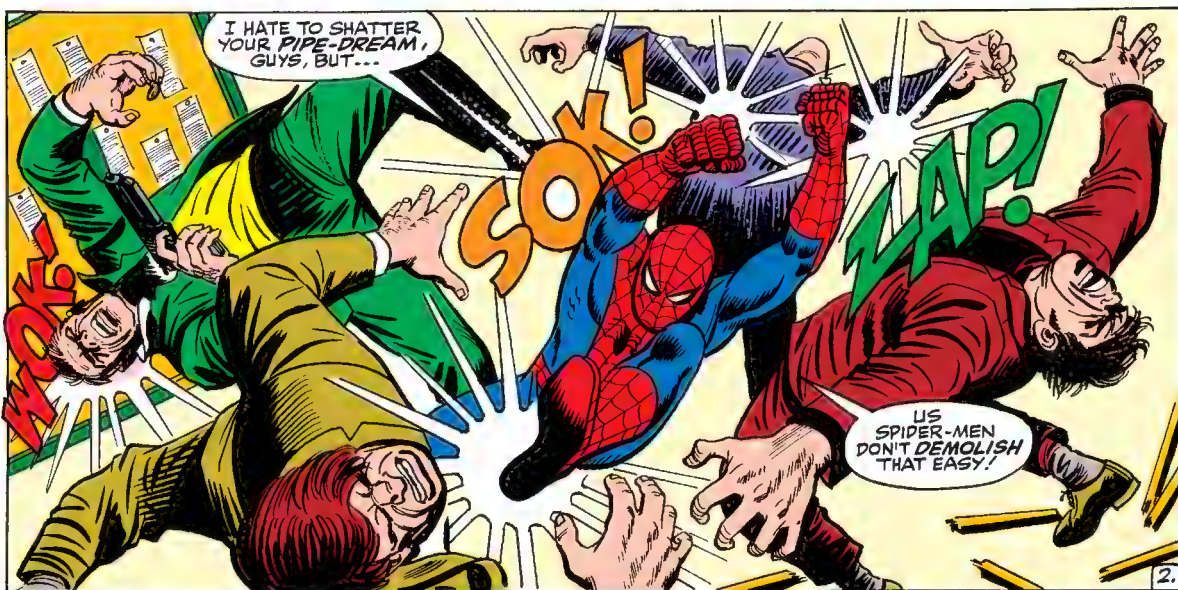
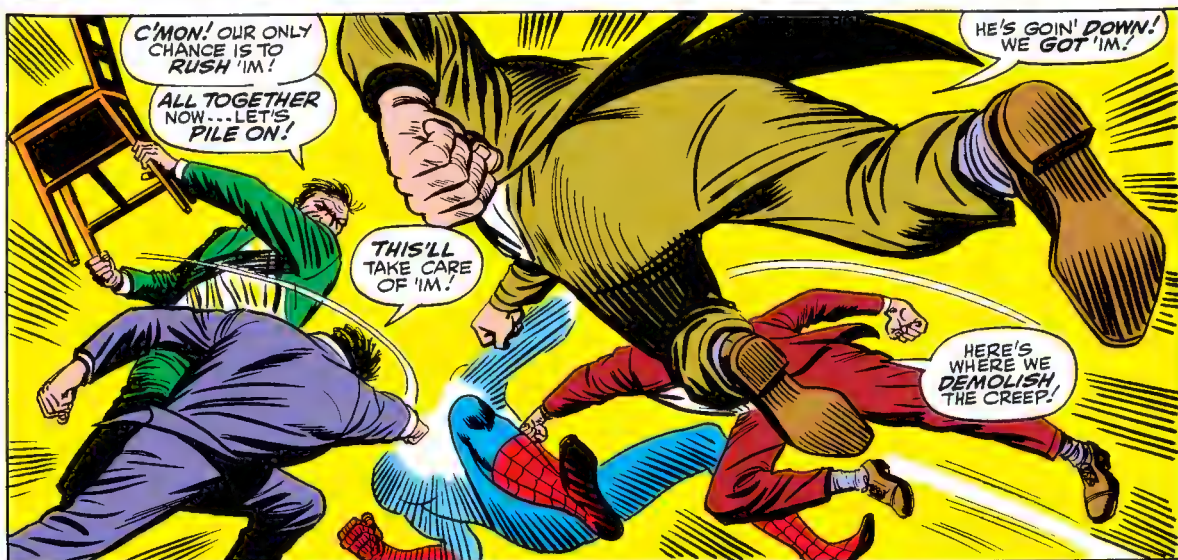
JOHNNY
(RING-A-DING)
ROMITA

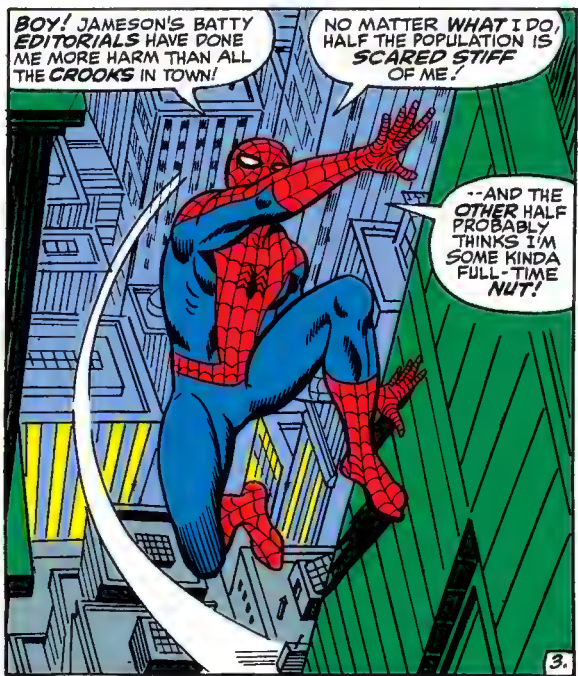
INVITE YOU TO JOIN THE CAPRICIOUS COMPANY OF:

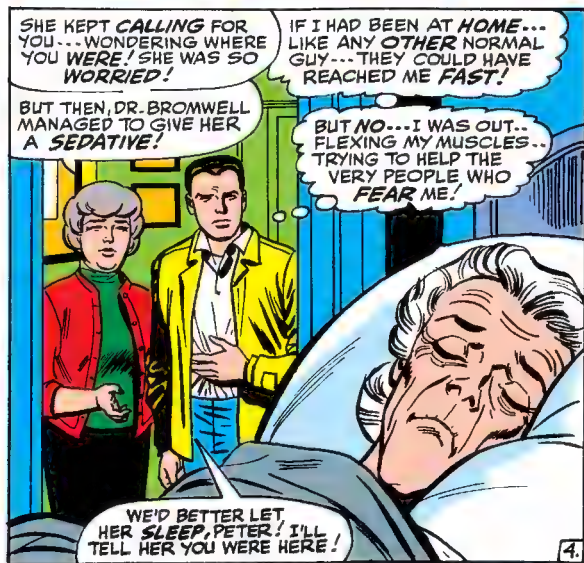
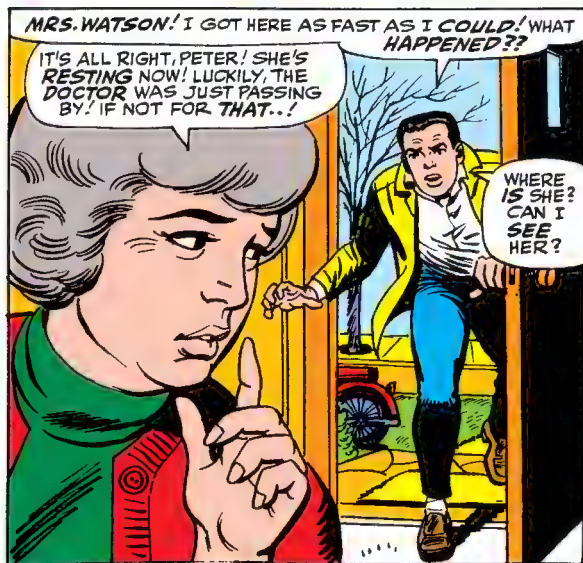
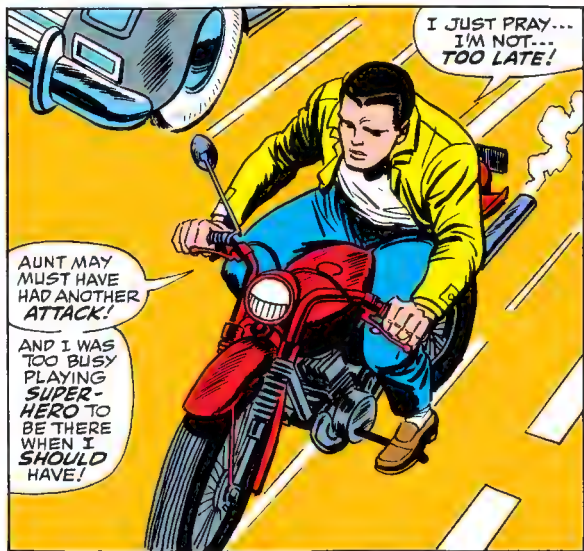
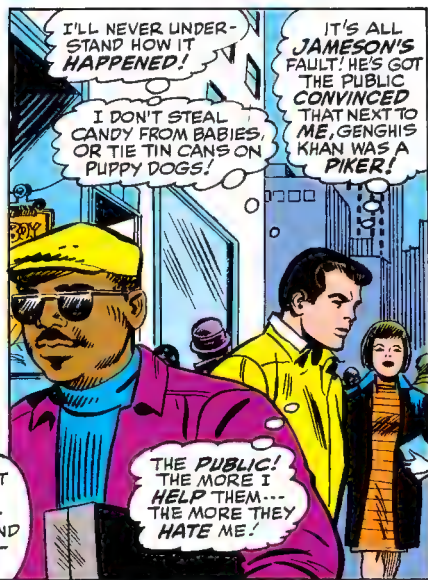
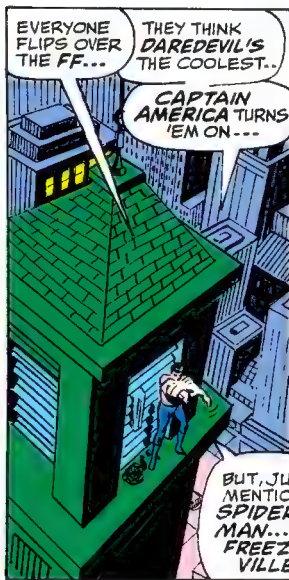
MICKEY DIMEO
INKER

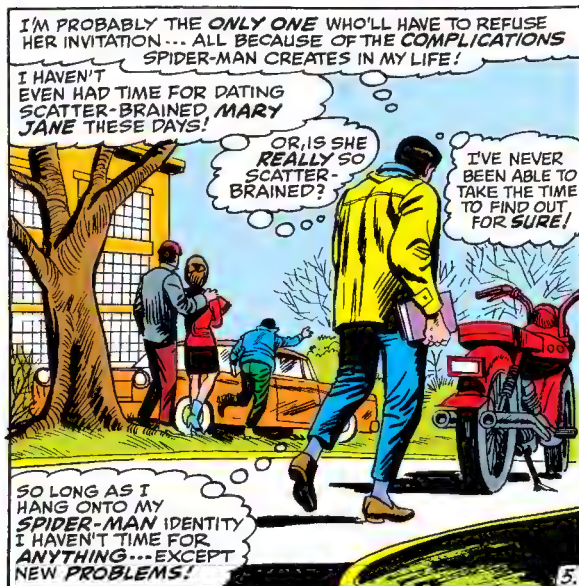
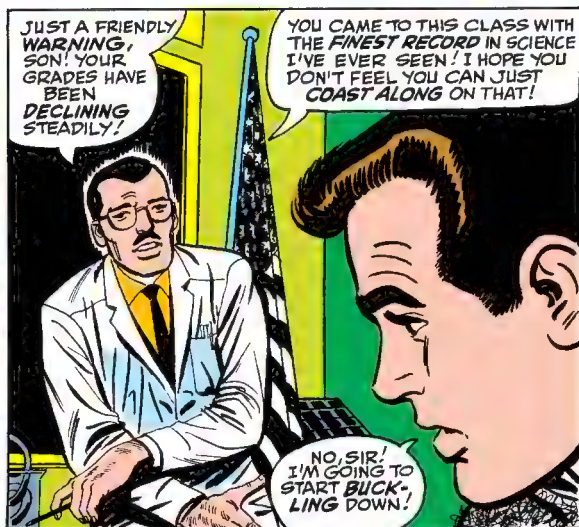
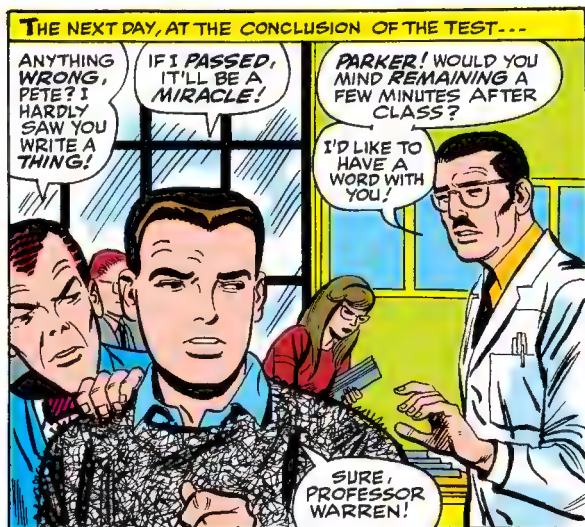
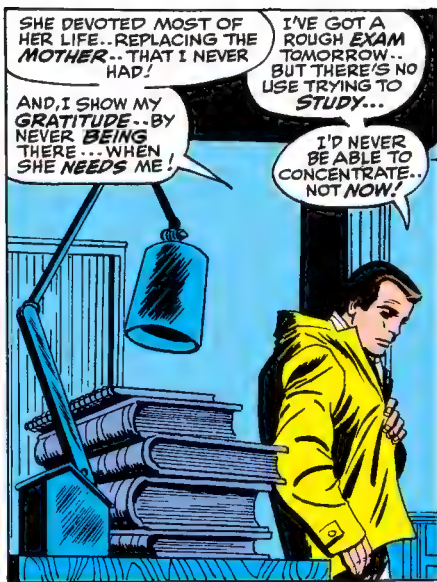
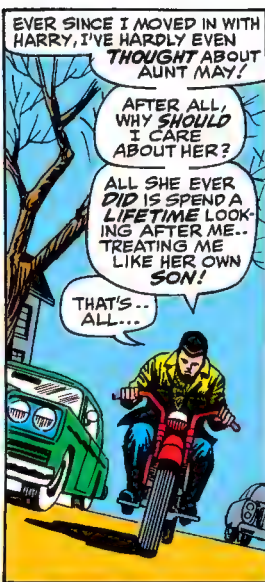
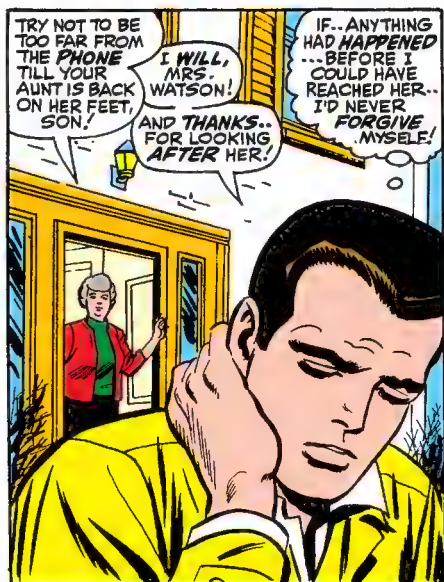
and SAM ROSEN,
LETTERER

HANG
LOOSE,
HERO!!
IT'S
ACTION
TIME..!









ALL THE WAY HOME, THE TROUBLED YOUTH'S THOUGHTS KEEP TUMBLING TORTUOUSLY IN HIS BRAIN, UNTIL...

HARRY'S DAD OFFERED ME A **JOB**...WORKING IN HIS **CHEMISTRY LAB**...A **JOB** I'D GIVE MY **EYE TEETH** FOR!

BUT I'VE EVEN HAD TO TURN **THAT** DOWN, BECAUSE IT WOULD INVOLVE A LOT OF **NIGHT WORK**!

AND, I'VE GOT TO KEEP MY **EVENINGS FREE**...IN CASE **SPIDER-MAN** HAS TO GO INTO ACTION!

SPIDER-MAN!! I'M BEGINNING TO HATE THE VERY **SOUND** OF THAT NAME!

BUT, HATE IT OR NOT, NO SOONER DOES HE TURN ON THE T.V., THAN THAT SOBRIQUET *CONTINUES* TO HAUNT THE BROODING ADVENTURER...

MAYBE IF I HEAR THE **NEWS** FOR A WHILE, I'LL--OH NO!

...AND MY **NEWSPAPER** CHALLENGES **ANYONE** TO PROVE THAT **SPIDER-MAN** ISN'T A **PUBLIC ENEMY**!

IT'S **JAMESON** AGAIN...USING THE **SHOW** HE SPONSORS TO STIR UP THE PEOPLE **AGAINST** ME!

SOME MISGUIDED FOOLS CALL HIM A **SUPER-HERO**! BUT, WHY DOES HE OPERATE **OUTSIDE** THE LAW? WHY DOES HE CLOAK HIS IDENTITY BEHIND THAT UGLY **FRIGHT MASK**??!

LET ME **TELL** YOU WHY...

BECAUSE HE'S REALLY AN **EGOMANIAC**...A **NEUROTIC TROUBLE-MAKER**, FLAUNTING HIS POWER BEFORE THE ORDINARY CITIZENS WHOM HE **DESPISES**!

FOR ALL WE KNOW, HE **HIMSELF** PROVOKES THE CRIMINALS WHOM HE LATER SEEMS TO **DEFEAT**!

DO WE WANT OUR **YOUNGSTERS** TO MAKE AN **IDOL** OF A **MENTALLY-DISTURBED MENACE**??

I SAY **NO!!** WE MUST **FIND** HIM...**UNMASK** HIM...AND THEN...**DESTROY** HIM!!

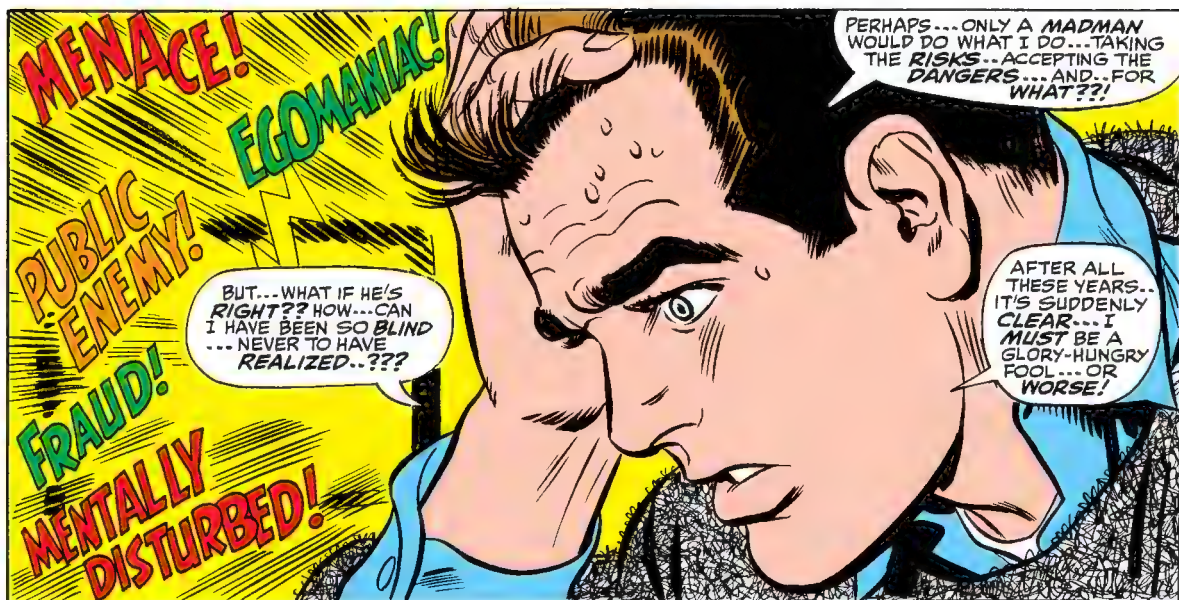
AS PUBLISHER OF THE **DAILY BUGLE**, I OFFER **ONE THOUSAND DOLLARS** FOR THE CAPTURE AND CONVICTION OF THAT **WEB-SLINGING**, **WALL-CRAWLING** MOCKERY OF A MAN...

A **THOUSAND DOLLARS** REWARD...JUST FOR **ME**??

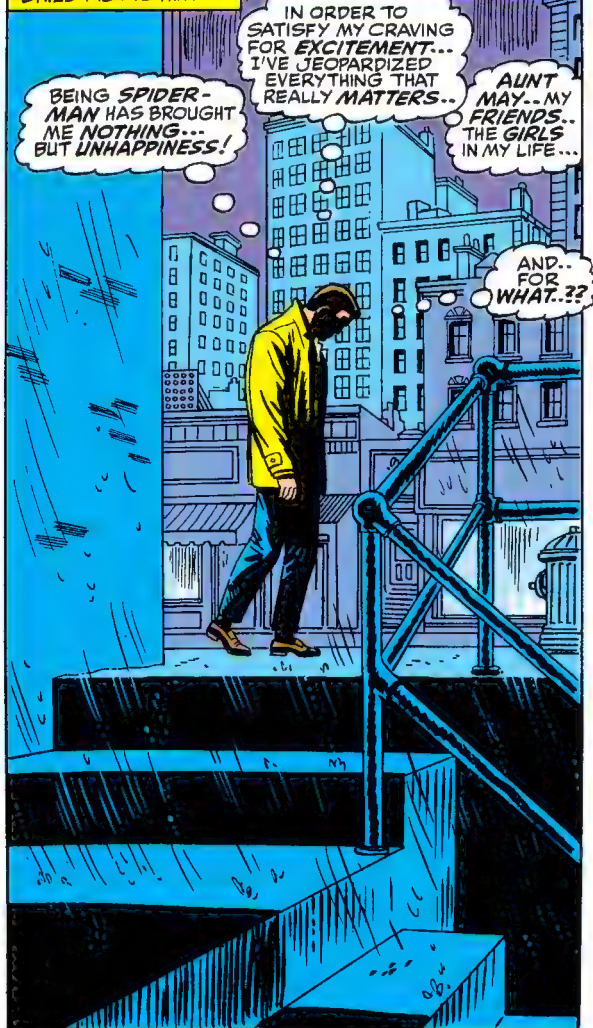
HE...**HATES** ME...**FAR MORE** THAN I **THOUGHT**...!

THE TIME HAS COME TO **RID** OURSELVES OF THAT **FALSE-FACED FREAK** WHO **HIDES** BY DAY AND TRIES TO TAKE THE LAW INTO HIS OWN HANDS UNDER COVER OF **NIGHT**!

THE **TERRIBLE** THING IS...HE **MEANS** IT! HE **ACTUALLY BELIEVES** WHAT HE SAYS! HE **SINCERELY** THINKS I AM A **THREAT** TO **SOCIETY**!



LIKE A MAN IN A TRANCE, THE HEARTSICK YOUTH LEAVES HIS APARTMENT, TRUDGING LISTLESSLY THROUGH THE NIGHT... HIS THOUGHTS AS DARK AND STORMY AS THE SKIES ABOVE HIM...

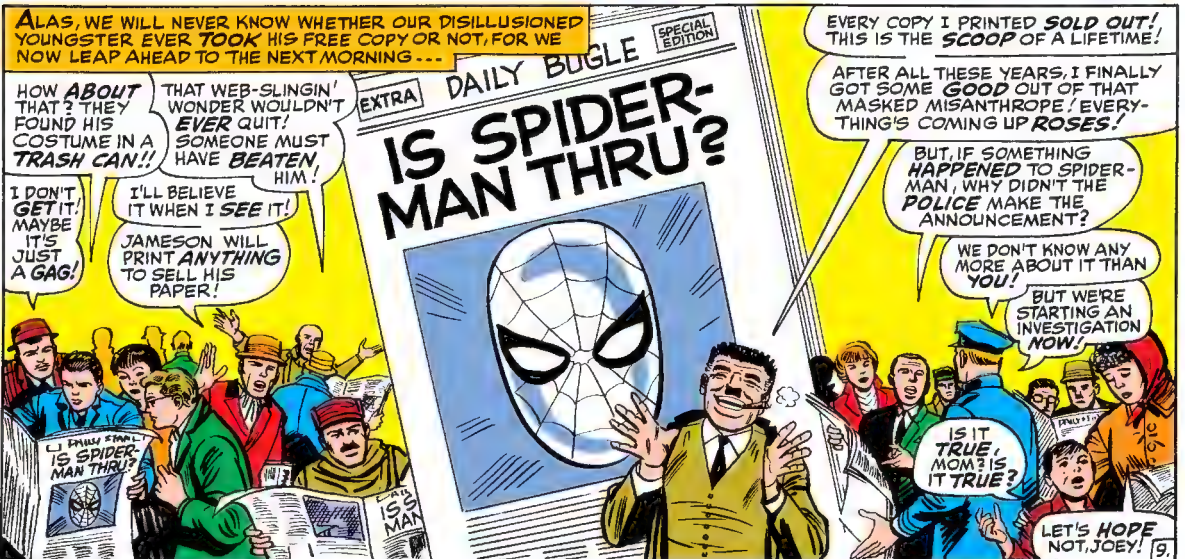
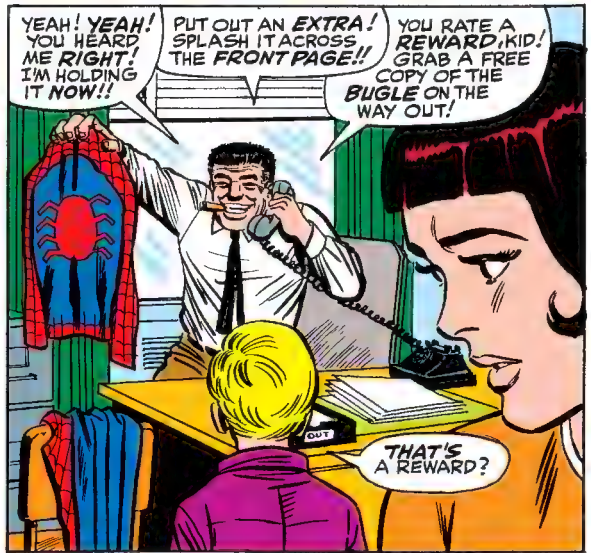


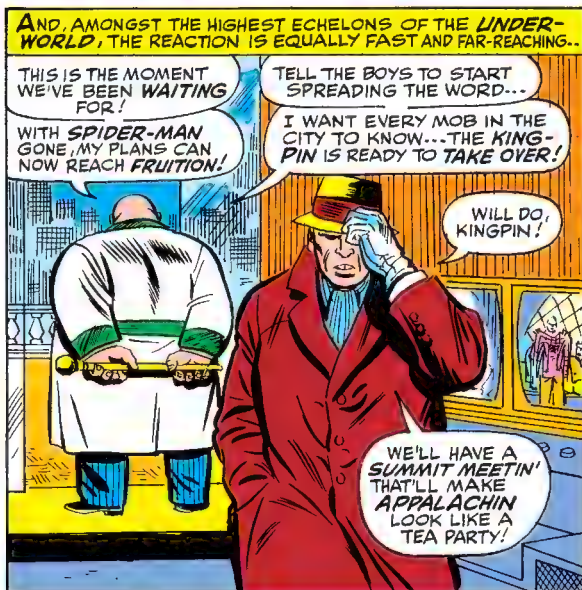
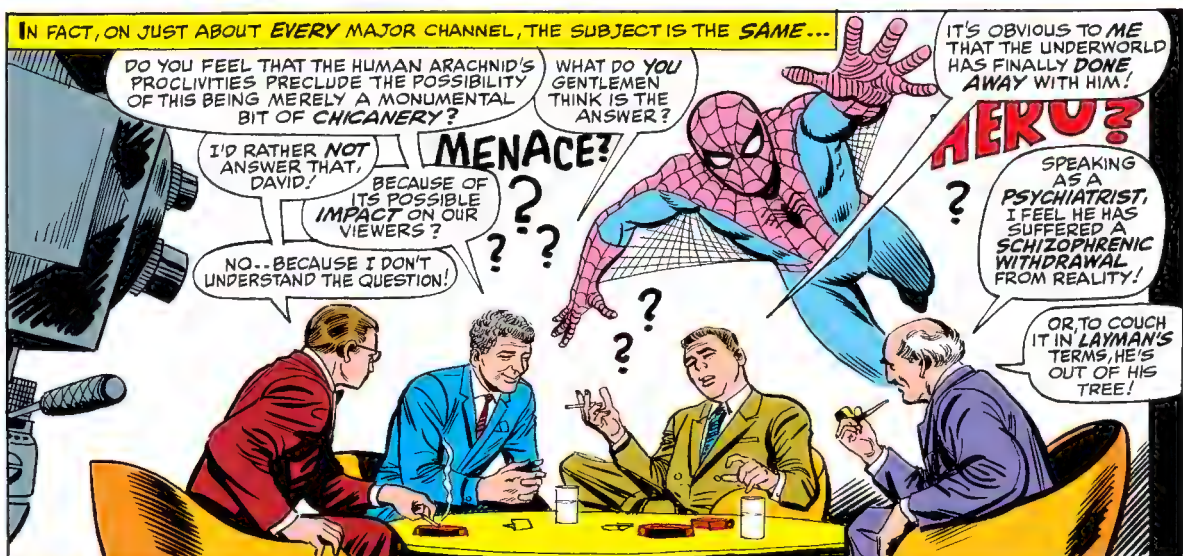
I WAS JUST A YOUNG,
UNTHINKING **TEENAGER**...
WHEN I FIRST BECAME...
SPIDER-MAN...

BUT, THE YEARS
HAVE A WAY OF
SLIPPING BY... OF
CHANGING THE
WORLD ABOUT
US...

AND, EVERY BOY...
SOONER OR LATER...
MUST PUT AWAY HIS
TOYS... AND BECOME...
A **MAN**!









AND IT WON'T BE LONG BEFORE PATCH, THE STOOL PIGEON, FINDS OUT WHAT'S GOING ON!



HOLD IT, PUNK! WHERE D'YA THINK YOU'RE GOIN'? THIS ISN'T YOUR TERRITORY... SO TAKE A POWDER!

HEY! WHAT GIVES, BLACKIE? YOU KNOW ME! IT'S OL' PATCH! I JUST WANT IN ON THE ACTION!

DON'T MAKE I'M TELL YA TWICE, CREEP!

NOT THIS TIME, SHALL FRY! GO WAN BACK TO PICKIN' POCKETS... YER OUTTA YER LEAGUE HERE!



I WAS RIGHT! SOME OF THE BIGGEST MOBSTERS IN THE EAST ARE GETTING TOGETHER!

AND THEY'RE NOT DOING IT JUST BECAUSE THEY'RE LONELY!

I'D BETTER TAKE OFF AND MAKE MY OWN PLANS BEFORE THEY GET SUSPICIOUS OF ME!



AND, AS THE THOUGHTFUL STOOLIE SLOWLY FADES INTO THE DEEPENING SHADOWS...

WITH SPIDER-MAN GONE, THE KINGPIN IS READY TO TAKE OVER AS HEAD MAN OF THE MOBS! ANY QUESTIONS?

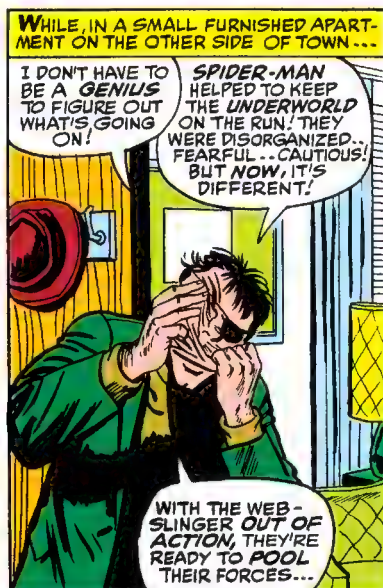
WHY DON'T HE TELL US HIMSELF? I DON'T DEAL WITH STOOGES!

RELAX, SHORTY! YOU KNOW THE KINGPIN LIKES TO STAY IN THE BACKGROUND!

IF ANYONE IS GONNA TAKE CONTROL AROUND HERE, THE KINGPIN'S OUR BOY!

UP TO NOW, I ALWAYS BEEN MY OWN BOSS! I DON'T LIKE IT!

THEN START LIKIN' IT, MISTER! WHAT THE KINGPIN SAYS AROUND HERE... GOES!



WHILE, IN A SMALL FURNISHED APARTMENT ON THE OTHER SIDE OF TOWN...

I DON'T HAVE TO BE A GENIUS TO FIGURE OUT WHAT'S GOING ON!

SPIDER-MAN HELPED TO KEEP THE UNDERWORLD ON THE RUN! THEY WERE DISORGANIZED... FEARFUL... CAUTIOUS! BUT NOW, IT'S DIFFERENT!

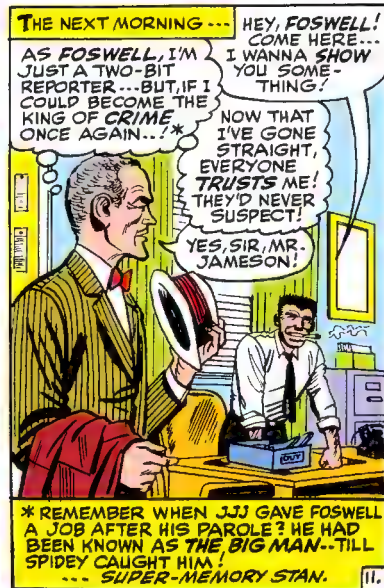
WITH THE WEB-SLINGER OUT OF ACTION, THEY'RE READY TO POOL THEIR FORCES...



JUDGING BY THE ONES I'VE SEEN, IT COULD BE THE MOST POWERFUL ARMY OF CRIME EVER ASSEMBLED!

AND, SINCE SOMEBODY WILL HAVE TO LEAD THEM... WHY COULDN'T IT BE... THE MAN CALLED PATCH?!!

NOT A MAN ALIVE KNOWS THAT I'M REALLY FREDRICK FOSWELL!



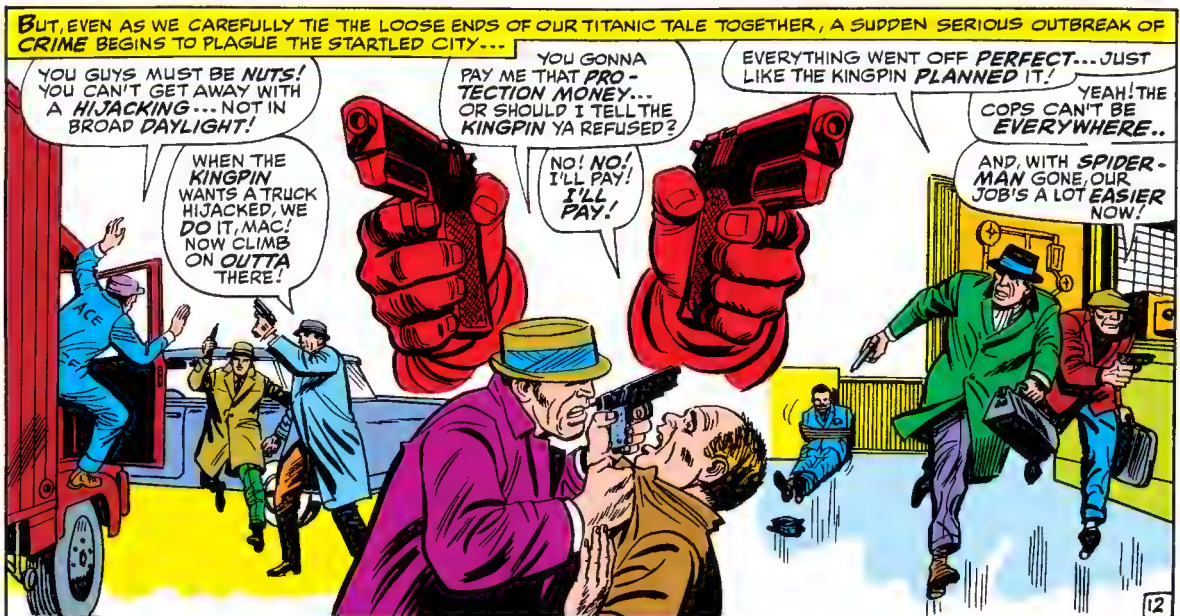
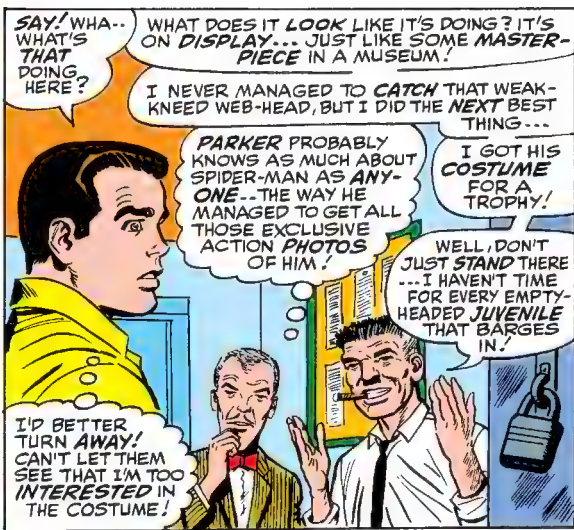
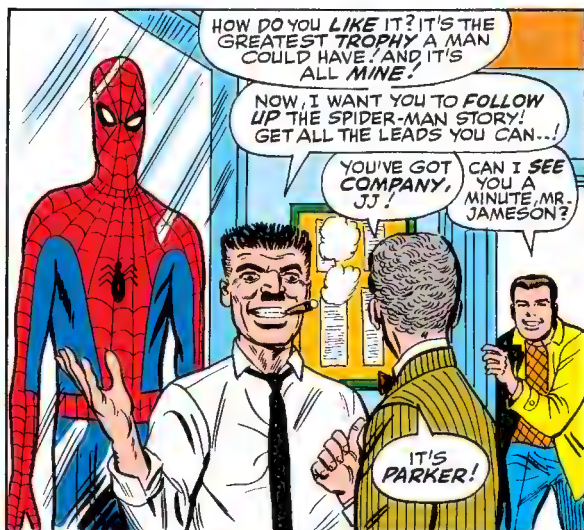
THE NEXT MORNING... AS FOSWELL, I'M JUST A TWO-BIT REPORTER... BUT, IF I COULD BECOME THE KING OF CRIME ONCE AGAIN...!

HEY, FOSWELL! COME HERE... I WANNA SHOW YOU SOMETHING!

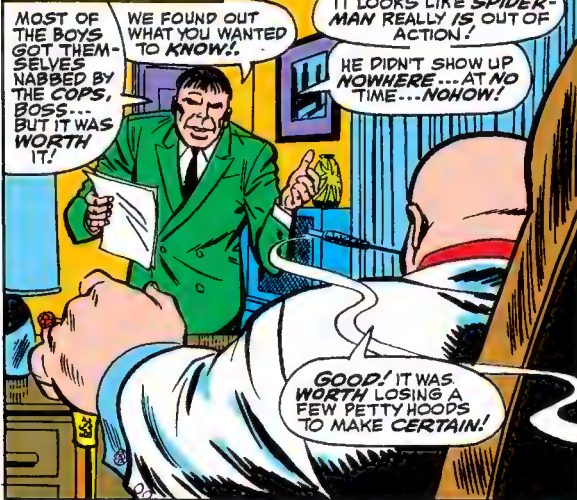
NOW THAT I'VE GONE STRAIGHT, EVERYONE TRUSTS ME! THEY'D NEVER SUSPECT!

YES, SIR, MR. JAMESON!

* REMEMBER WHEN JJJ GAVE FOSWELL A JOB AFTER HIS PAROLE? HE HAD BEEN KNOWN AS THE BIG MAN... TILL SPIDEY CAUGHT HIM! ... SUPER-MEMORY STAN.



NOT LONG AFTERWARD, THE BROODING KINGPIN RECEIVES A SPECIAL REPORT...



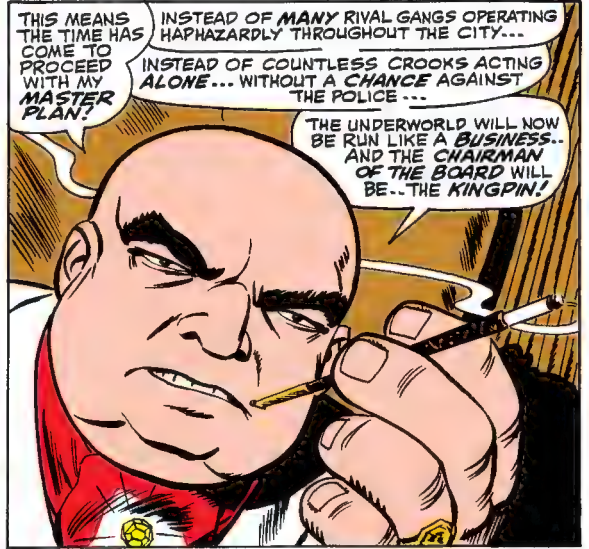
MOST OF THE BOYS GOT THEMSELVES NABBED BY THE COPS, BOSS... BUT IT WAS WORTH IT!

WE FOUND OUT WHAT YOU WANTED TO KNOW..

IT LOOKS LIKE SPIDER-MAN REALLY IS OUT OF ACTION!

HE DIDN'T SHOW UP NOWHERE... AT NO TIME... NOWH!

GOOD! IT WAS WORTH LOSING A FEW PETTY HOODS TO MAKE CERTAIN!

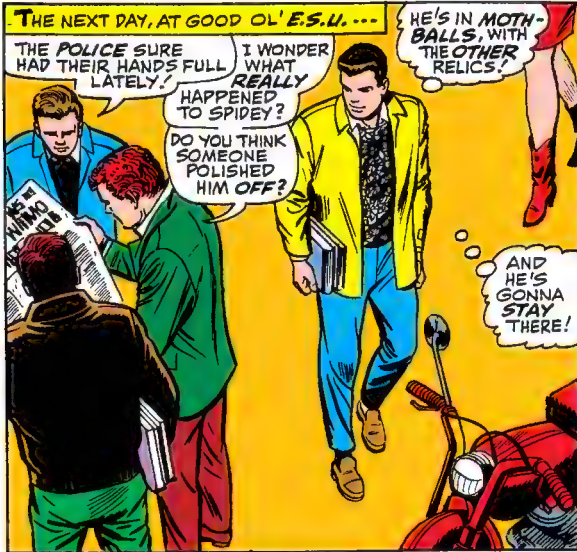


THIS MEANS THE TIME HAS COME TO PROCEED WITH MY MASTER PLAN!

INSTEAD OF MANY RIVAL GANGS OPERATING HAPHAZARDLY THROUGHOUT THE CITY...

INSTEAD OF COUNTLESS CROOKS ACTING ALONE... WITHOUT A CHANCE AGAINST THE POLICE...

THE UNDERWORLD WILL NOW BE RUN LIKE A BUSINESS... AND THE CHAIRMAN OF THE BOARD WILL BE... THE KINGPIN!



THE NEXT DAY, AT GOOD OL' E.S.U....

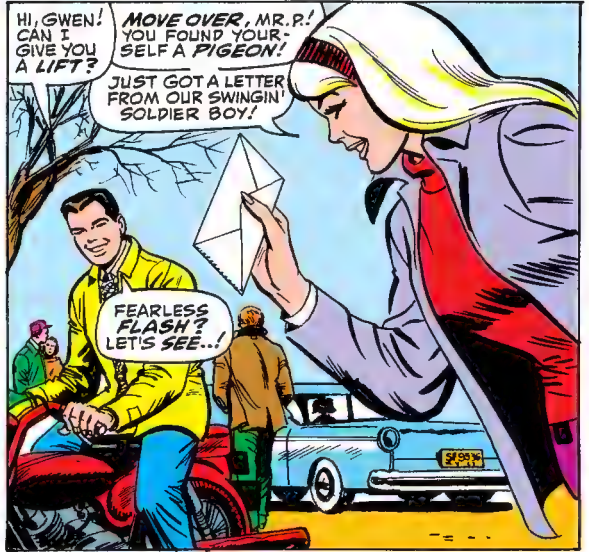
THE POLICE SURE HAD THEIR HANDS FULL LATELY!

I WONDER WHAT REALLY HAPPENED TO SPIDEY?

DO YOU THINK SOMEONE POLISHED HIM OFF?

HE'S IN MOTH-BALLS, WITH THE OTHER RELICS!

AND HE'S GONNA STAY THERE!



HI, GWEN! CAN I GIVE YOU A LIFT?

MOVE OVER, MR. P! YOU FOUND YOURSELF A PIGEON!

JUST GOT A LETTER FROM OUR SWINGIN' SOLDIER BOY!

FEARLESS FLASH? LET'S SEE...

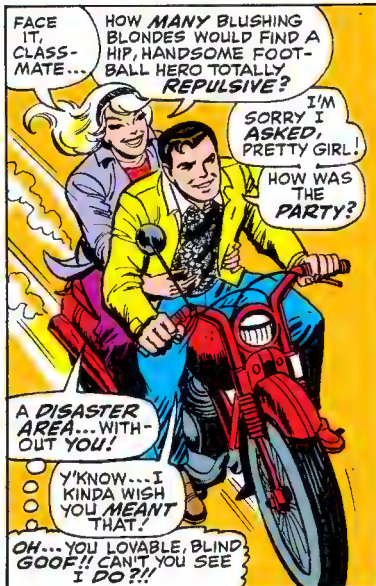


HE'S THE SAME OL' HOWLIN' HOT-SHOT! HE GIVES THE VEE-CEES 24 HOURS TO CLEAR OUT WHEN HE GETS THERE!

IF ANYONE ELSE SCRIBBLED THAT, WE'D CALL HIM A GREAT LITTLE KIDDER!

BUT, SINCE IT'S FLASHEROO, THEY'D BETTER START PACKING!

HE REALLY TURNS YOU ON, DOESN'T HE, GWEN?



FACE IT, CLASS-MATE...

HOW MANY BLUSHING BLONDES WOULD FIND A HIP, HANDSOME FOOT-BALL HERO TOTALLY REPULSIVE?

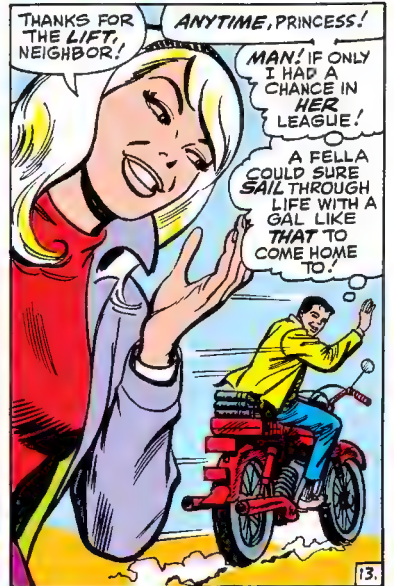
I'M SORRY I ASKED, PRETTY GIRL!

HOW WAS THE PARTY?

A DISASTER AREA... WITHOUT YOU!

Y'KNOW... I KINDA WISH YOU MEANT THAT.

OH... YOU LOVABLE, BLIND GOOF!! CAN'T YOU SEE I DO??!



THANKS FOR THE LIFT, NEIGHBOR!

ANYTIME, PRINCESS!

MAN! IF ONLY I HAD A CHANCE IN HER LEAGUE!

A FELLA COULD SURE SAIL THROUGH LIFE WITH A GAL LIKE THAT TO COME HOME TO.

THEN, TWO OUNCES OF GASOLINE LATER...

AUNT MAY! YOU'RE SITTING UP... YOU'RE BETTER! GOSH, THAT'S TERRIFIC!

IS THERE ANYTHING YOU NEED? ANYTHING I CAN GET YOU?

BUT DON'T ASK FOR CARY GRANT... HE'S OUT OF TOWN!

I TOLD YOU HE'D BE HERE RIGHT AFTER CLASS, MAY DEAR!

OH, PETER DEAR... YOU ALWAYS CHEER ME UP SO!

QUICK! SOMEONE CALL THE BEAUTY PARLOR! IT'S AN EMERGENCY!

A LIVING, BREATHING MALE WALKED IN AND DIDN'T NOTICE ME! I'M A WASHOUT! A HAS-BEEN! IT'S THE UTTER END, FRIEND!

OH... HI, MARY JANE! I DIDN'T KNOW YOU WERE HERE!

OBVIOUSLY, DAD... OR, YOU'D HAVE ARRIVED EVEN SOONER!

WELL, IT'S YOUR LOSS, TIGER! HAVE TO CUT OUT NOW... I'M LATE FOR REHEARSAL!

KNOCK 'EM DEAD, LADY!

WITH THESE NEW THREADS AUNT ANNA JUST STITCHED FOR ME, HOW CAN I MISS?

IF YOUR WHEELS ARE POINTED IN THE RIGHT DIRECTION, PETEY-O... THIS COULD BE YOUR LUCKY DAY!

SORRY, MJ... I'D BETTER STAY WITH AUNT MAY FOR A WHILE!

NO SWEAT, NICE BOY!

FINALLY, AS TWILIGHT BEGINS TO FALL...

I FEEL LIKE A MILLION BUCKS! NO MORE WORRIES... NO MORE PROBLEMS...

I SHOULD'A KISSED SPIDEY OFF LONG AGO!

NO MORE GUILT FEELINGS ABOUT AUNT MAY...

AND, I'LL HAVE PLENTY OF TIME TO STUDY TONIGHT!

YEP, THIS IS THE LIFE, ALL RIGHT!

I NEVER HAD IT SO GOOD BEFORE!

IT'LL BE A PLEASURE TO KNOW WHAT THEY'RE TALKING ABOUT IN CLASS!

WONDER IF GWEN WILL NOTICE THE DIFFERENCE?

BUT, EVEN AS THE SEEMINGLY-RETIRED SUPERHERO LUXURIATES IN HIS ROOM, BUSINESS GOES ON AS USUAL THROUGHOUT THE CITY...

FASTER, MAC! WE AIN'T GOT ALL DAY!

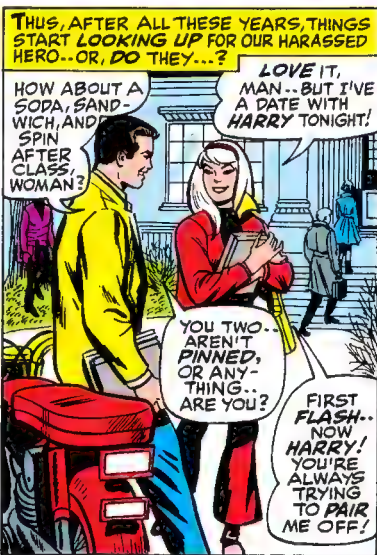
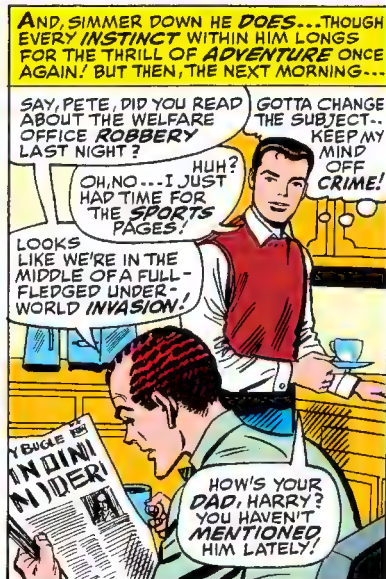
BUT, THIS MONEY IS FOR WELFARE!

YEAH... THE KINGPIN'S WELFARE! NOW SHUDDUP AND KEEP LOADIN' THAT CASE!

A WEST-SIDE WELFARE OFFICE HAS JUST BEEN ROBBED OF ITS TOTAL CASH ALLOTMENT, DESTINED FOR THE CITY'S NEEDY...

A ROBBERY! ON THE WEST SIDE!

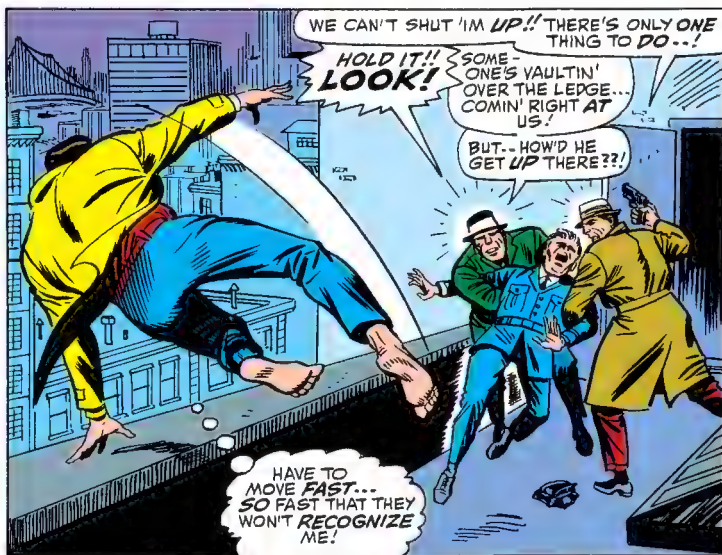
IF THAT MONEY ISN'T RECOVERED, WHAT HAPPENS TO RELIEF PAYMENTS THIS MONTH?





IT'S THE WATCHMAN...
HE'S OUTNUMBERED...
IF I DON'T GET THERE
FAST--!

THEY'RE TOO
DANGEROUSLY
CLOSE TO
THE EDGE OF
THE ROOF!!



WE CAN'T SHUT 'IM UP!! THERE'S ONLY ONE
THING TO DO...!

HOLD IT!!
LOOK!

SOME-
ONE'S VAULTIN'
OVER THE LEDGE...
COMIN' RIGHT AT
US!

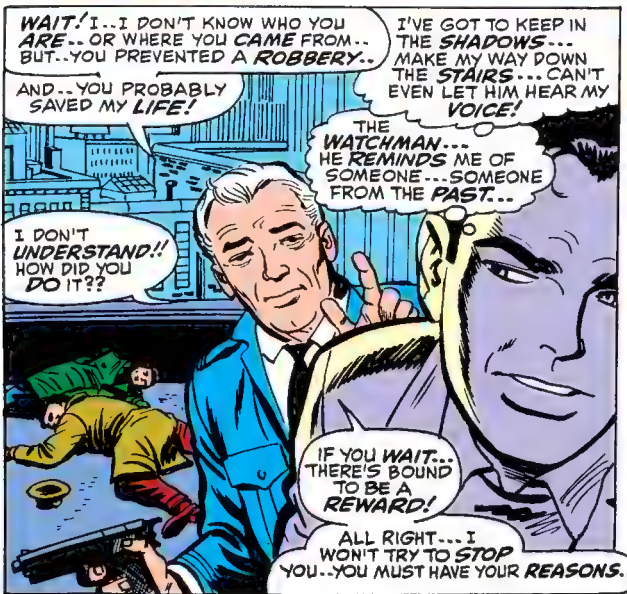
BUT--HOW'D HE
GET UP THERE??!

HAVE TO
MOVE FAST...
SO FAST THAT THEY
WON'T RECOGNIZE
ME!



THE WATCHMEN
HASN'T SEEN ME
YET...!

AND THESE
TWO HOODS
WON'T GET A
CHANCE TO SEE
ANYTHING!



WAIT! I...I DON'T KNOW WHO YOU
ARE... OR WHERE YOU CAME FROM...
BUT...YOU PREVENTED A ROBBERY...

AND...YOU PROBABLY
SAVED MY LIFE!

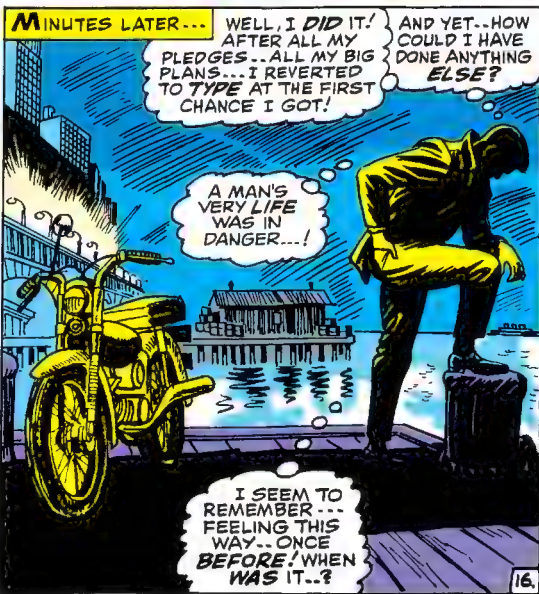
I'VE GOT TO KEEP IN
THE SHADOWS...
MAKE MY WAY DOWN
THE STAIRS... CAN'T
EVEN LET HIM HEAR MY
VOICE!

THE
WATCHMAN...
HE REMINDS ME OF
SOMEONE... SOMEONE
FROM THE PAST...

I DON'T
UNDERSTAND!!
HOW DID YOU
DO IT??

IF YOU WAIT...
THERE'S BOUND
TO BE A
REWARD!

ALL RIGHT... I
WON'T TRY TO STOP
YOU... YOU MUST HAVE YOUR REASONS...



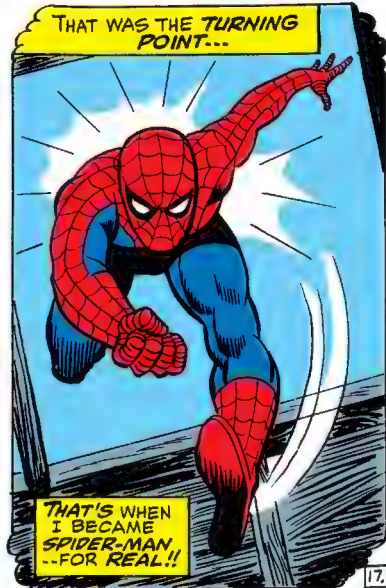
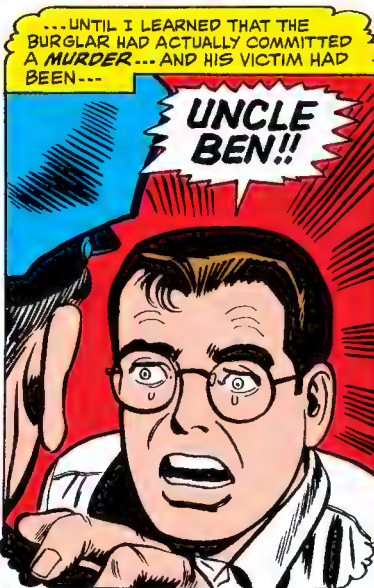
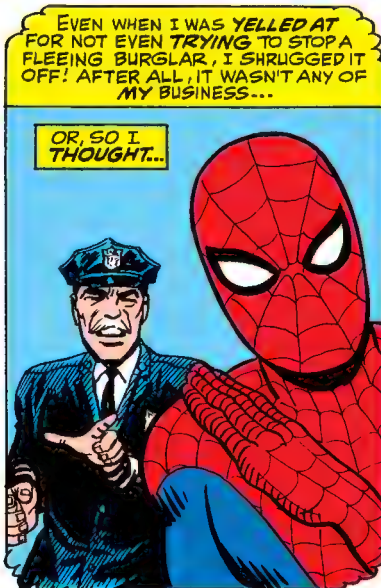
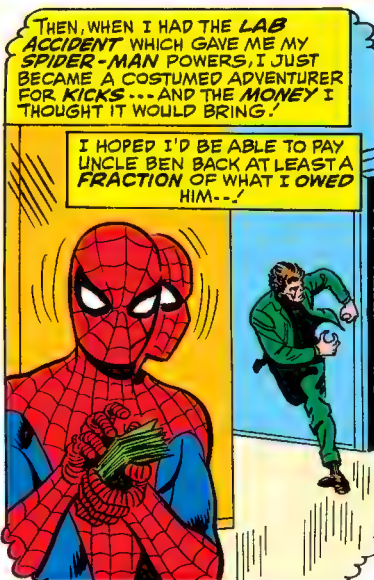
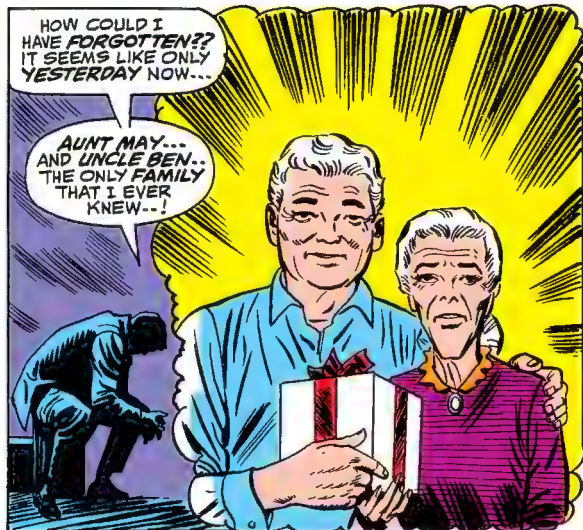
MINUTES LATER...

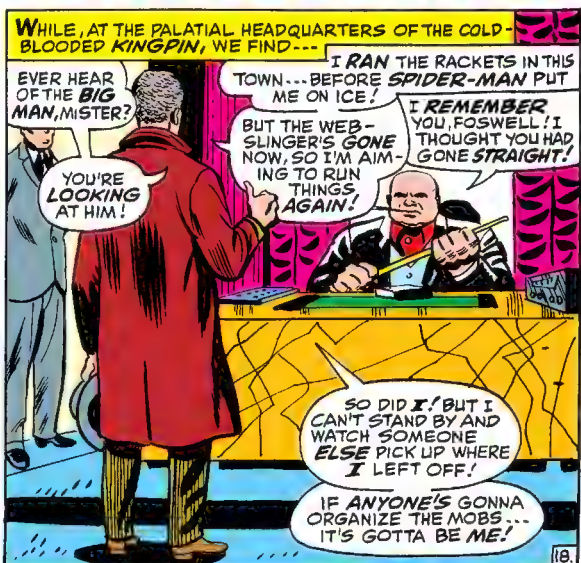
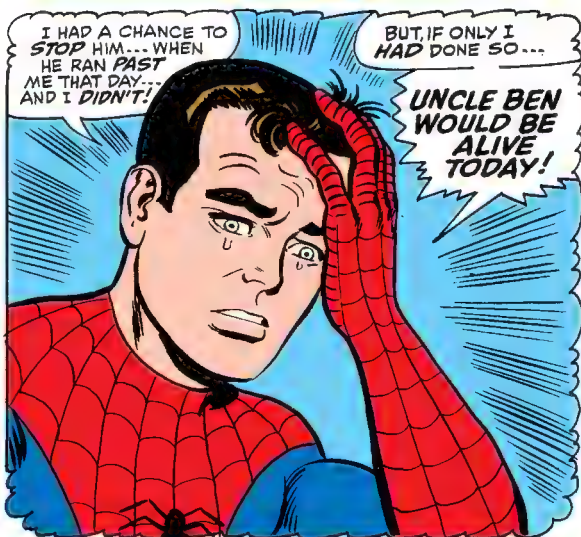
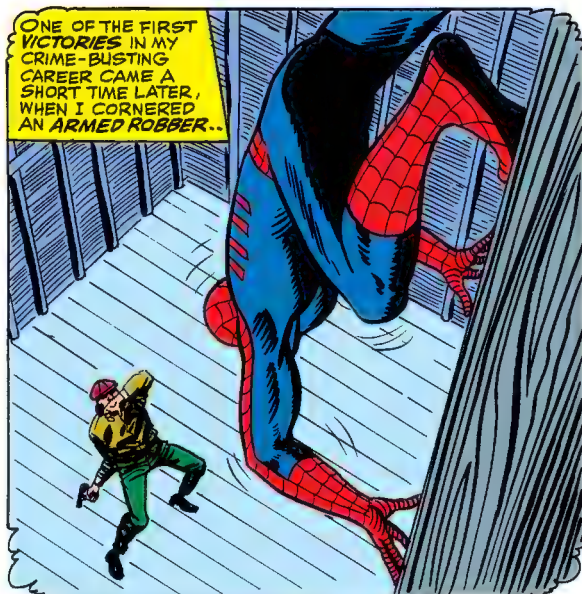
WELL, I DID IT!
AFTER ALL MY
PLEDGES... ALL MY BIG
PLANS... I REVERTED
TO TYPE AT THE FIRST
CHANCE I GOT!

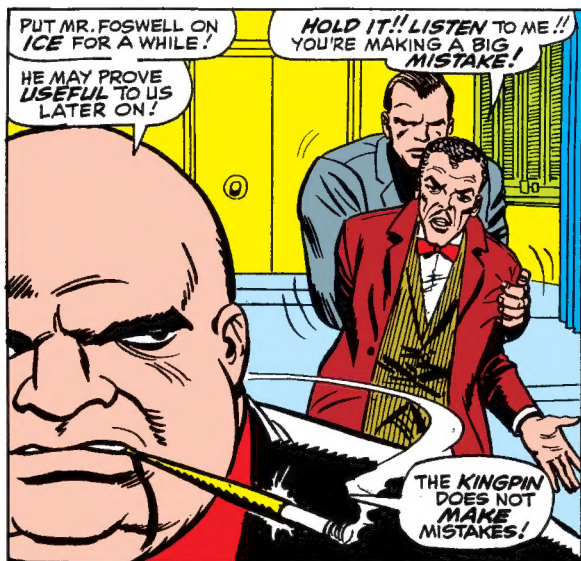
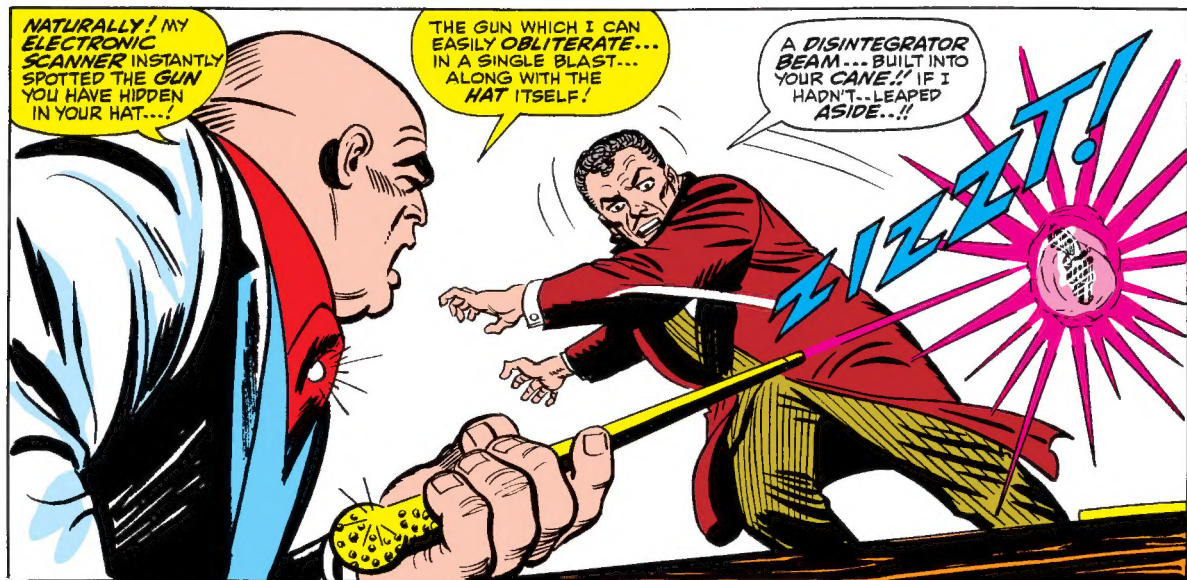
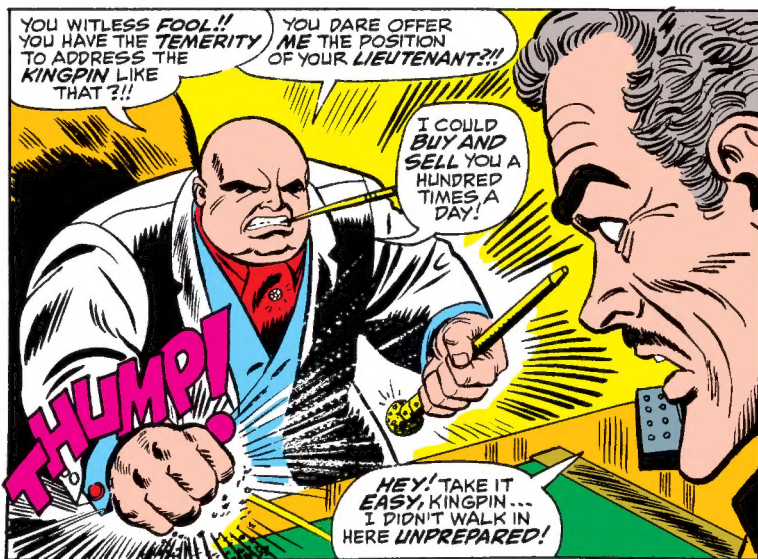
AND YET... HOW
COULD I HAVE
DONE ANYTHING
ELSE?

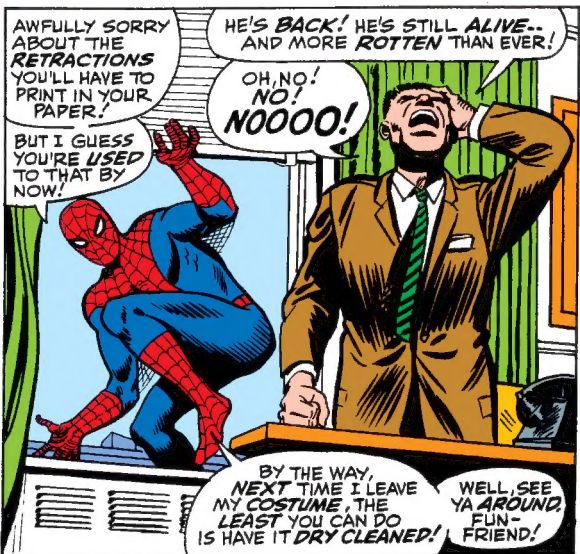
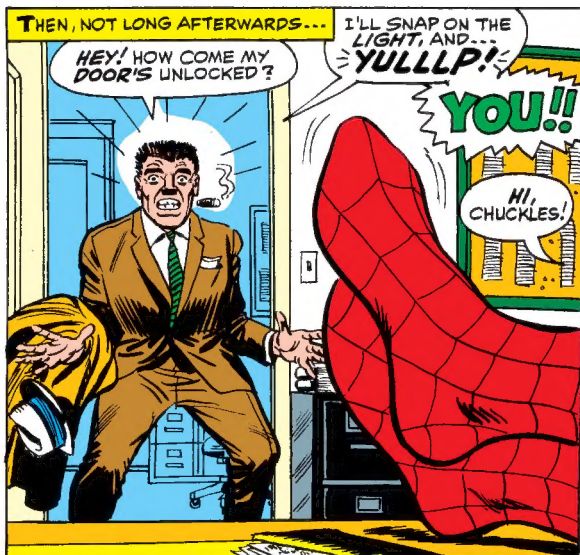
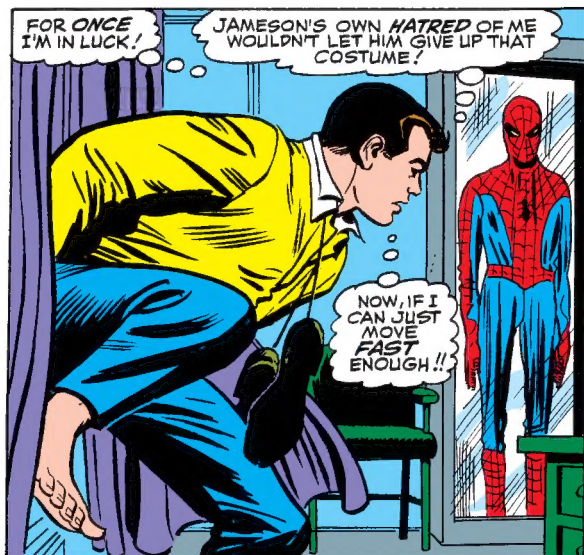
A MAN'S
VERY LIFE
WAS IN
DANGER...!

I SEEM TO
REMEMBER...
FEELING THIS
WAY... ONCE
BEFORE WHEN
WAS IT...?









THE MARVEL MASTERWORKS

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THE AMAZING SPIDER-MAN VOLS. 1-13
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THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

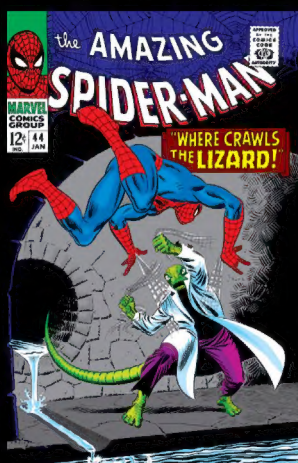
Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOL. 1

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!



THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.



COLLECTING *THE AMAZING SPIDER-MAN* #41-50 & ANNUAL #3